

Euro Ceramics Ltd.



30th September, 2014

To,
Manager (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Scrip Code: 532823

Sub: Proceedings of the Annual General Meeting held on 30th September, 2014

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 12th Annual General Meeting of the Company held on Tuesday, the 30th day of September 2014 at 10.00 a.m. at Gomantak Seva Sangh, 72/A Mahant Road Extension, Vile Parle (East), Mumbai - 400 057

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provided e-voting facility to the members to vote on the matters to be transacted at the 12th Annual General Meeting as per Notice dated August 14, 2014. Further, physical Assent/ Dissent forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for the E-voting process.

The Annual General Meeting was attended by requisite quorum. The following businesses were transacted and necessary resolutions were approved by voting done through e-voting and physical Assent / Dissent forms:

1. APPROVAL OF ACCOUNTS:

The members received, considered and approved the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors' and Auditors' thereon by passing Ordinary Resolution with requisite majority.

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2. RE-APPOINTMENT OF MR. NENSHI L. SHAH AS MANAGING DIRECTOR:

The members re-appointed Mr. Nenshi L. Shah as a Managing Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing Ordinary Resolution with requisite majority.

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members re-appointed M/s. Deepak Maru & Co., Chartered Accountants, Mumbai (having FRN: 115678W) as Statutory Auditors of the Company, who shall hold the office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with requisite majority.

4. APPOINTMENT OF MR. KARAN RAJPUT AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Karan Rajput as an Independent Director of the Company to hold office as such upto March 31, 2019 who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

5. APPOINTMENT OF MR. AMIT NANDU AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Amit Nandu as an Independent Director of the Company to hold office as such upto March 31, 2019 who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

6. APPOINTMENT OF MR. MAHENDRA MODI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Mahendra Modi as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

7. APPOINTMENT OF MR. PRATIK SHAH AS DIRECTOR OF THE COMPANY W.E.F. JUNE 1, 2014

The member appointed Mr. Pratik Shah as Director of the company w.e.f. June 1, 2014 by passing Ordinary Resolution with requisite majority.



8. APPOINTMENT OF MR.PRATIK SHAH AS WHOLE TIME DIRECTOR OF THE COMPANY FORA PERIOD OF 3 YEARS W.E.F. JUNE 1, 2014.

The member appointed Mr. Pratik Shah as Whole Time Director of the company w.e.f. June 1, 2014 by passing Ordinary Resolution with requisite majority.

9. INCREASING IN THE BORROWING POWERS OF THE COMPANY

The Members authorised the Board of Directors of the Company to borrow money together with moneys already borrowed or to be borrowed at any one time up to Rs. 1000 Crores under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.

10. AUTHORITY TO CREATE CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY:

The Members authorised the Board of Directors of the Company to create mortgage / charge / hypothecation on all or any of the immovable and / or movable assets of the Company, both present and future up to an amount approved under Section 180(1)(c) of the Companies Act, 2013 by passing Special Resolution with requisite majority.

11. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

The members approved and adopted the new set of Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company by passing Special Resolution with requisite majority.

Please take the same on your records.

Thanking you,

Yours faithfully,

For Euro Ceramics Limited

Nenshi L-Shah

**Nenshi Shah
Chairman & Managing Director**

