

EURO CERAMICS LIMITED

CIN: L26914MH2002PLC135548

Registered Office: 208, Sangam Arcade, Vallabhbai Road, Opp. Railway Station, Vile Parle (West), Mumbai – 400 056
Phone: +91-22-4019 4019; **Fax:** +91-22-4019 4020; **E-mail:** sales@eurocl.com; **Website:** www.eurovitrified.com

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of Euro Ceramics Limited will be held on Friday, September 29, 2017 at 01.00 p.m. at Gomantak Seva Sangh, 72/A, Mahant Road Extension, Vile Parle (East), Mumbai - 400 057 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2017 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Viral Nandu (DIN: 01767620), Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Rasesh Shah & Associates, Chartered Accountants, Mumbai (FRN: 108671W) as the Statutory Auditors of the Company to hold office from the conclusion of 15th Annual General Meeting until the conclusion of 20th Annual General Meeting and to fix their remuneration in place of retiring statutory auditors M/s. Deepak Maru & Co., Chartered Accountants, Mumbai (FRN: 115678W), who hold office upto the conclusion of 15th Annual General Meeting.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Rasesh Shah & Associates, Chartered Accountants, Mumbai (FRN: 108671W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 15th Annual General Meeting (AGM) upto the conclusion of 20th AGM to be held for financial year ending March 31, 2022 (subject to ratification by members at every AGM held after this AGM), and to audit the financial statements of the Company for the financial years from 2017-18 to 2021-22 in place of retiring Auditors M/s. Deepak Maru & Co., Chartered Accountants,

Mumbai (FRN: 115678W), who hold office upto the conclusion of 15th AGM and the Board of Directors of the Company be and is hereby authorised to fix the Auditor's remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:**4. Appointment of Mr. Gautam Suryaprasad Pandit as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, Mr. Gautam Suryaprasad Pandit (DIN : 07816301), who was appointed as an Additional (Independent) Director of the Company w.e.f. May 30, 2017 pursuant to the provisions of Section 161 of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 who holds office as such up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such for a term of 5 (five) years upto May 29, 2022, who shall not be liable to retire by rotation."

5. Appointment of Mr. Viral Nandu as Whole-time Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V and all other applicable provisions, if any, of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and in accordance of the provisions of Article of Associations of the Company, Mr. Viral Nandu (DIN: 01767620) be and is hereby appointed as Whole Time Director of the Company for a period of 2 (two) years with effect from September 30, 2016 without any remuneration, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT remuneration if any paid to Mr. Viral Nandu in the future during the term of his office has such will be subject to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Viral Nandu
Chairman & Whole Time Director
DIN 01767620

Place: Mumbai
Date: September 1, 2017

Registered Office:
 208, Sangam Arcade,
 Vallabhbhai Road,
 Opp. Railway Station,
 Vile Parle (West),
 Mumbai - 400 056

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto and forms part of the Notice.
3. Members / Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM).
4. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM (including through e-voting) or any adjournment thereof.
5. Brief resume of Directors proposed to be appointed/re-appointed at the ensuing AGM in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment.
6. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the AGM.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2017, to Friday September 29, 2017 (both days inclusive).

7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agent (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in electronic form may update such details with their respective Depository Participants.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
9. Members are requested to forward all share transfers and other communications, correspondence to the Registrar and Transfer Agent (RTA) of the Company, M/s. Link Intime India Private Limited, 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 and members are further requested to always quote their Folio Number in all correspondence with the Company.
10. Members desirous of obtaining any information on the financials and operations of the Company are requested to address their queries to the Compliance Officer of the Company at the registered office of the Company at least ten days in advance of the AGM to enable the Company to provide the required information at the meeting.
11. Members having multiple folios in identical names or in joint names in the same order are requested to write to RTA of the Company, M/s. Link Intime India Private Limited enclosing their share certificate(s) to enable the Company for consolidation of all such shareholding into one folio to facilitate better services.
12. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the AGM.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company – M/s. Link Intime India Private Limited.
14. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
15. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are thus requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning this letter by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.
16. The Notice of the 15th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by permitted mode.
17. Route Map for the venue of the 15th AGM of the Company is appearing at the end of the Annual Report and is also uploaded on the website of the Company, i.e. www.eurovitriified.com.
18. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings

(SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all the resolutions set forth in the Notice convening the 15th AGM of the Company to be held on Friday, September 29, 2017. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility of voting through polling papers shall also be made available at the venue of the 15th AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. E-voting is optional.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the e-voting and poll process at the AGM in a fair and transparent manner.

The Company has fixed Friday, September 22, 2017 as the 'Cut-off Date'. The e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, September 22, 2017 only.

The e-voting period will commence on Tuesday, September 26, 2017 (09:00 am) and ends on Thursday, September 28, 2017 (05:00 pm). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 22, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on September 28, 2017. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(A) Procedure/ Instructions for e-voting are as under:

- i. The members should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" to cast votes.
- iii. Now Enter User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- Members holding shares in Physical Form should enter Folio Number registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
- vi. If any members is a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the demat account or in the company records in order to login.</p> <p>If both details are not recorded with the depository or company please enter the member's DP ID / Client ID / Folio number in the Dividend Bank details field as mentioned in instruction (iii) above.</p>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily change their password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password same needs to be reset.
- xi. Click on the EVSN for 'Euro Ceramics Limited' on which the members choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that the member assents to the Resolution and option NO implies that member dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire AGM Notice.
- xiv. After selecting the resolution, members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once members "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- xvi. Members can also take out print of the voting done by them by clicking on "Click here to print" option on the Voting page.
- xvii. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) General:

- i. In case of any queries regarding e-voting you may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com under 'HELP' or write an email to helpdesk.evoting@cdslindia.com
- ii. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 22, 2017.
- iii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday September 22, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- iv. However, if members are already registered with CDSL for e-voting then they can use their

- existing user ID and password for casting vote. If they forgot their password, they can reset it by using "Forgot User Details / Password" option available on www.evotingindia.com.
- v. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- vi. The facility of voting through polling papers shall also be made available at the venue of the 15th AGM for all those members who are present at the AGM but have not cast their votes by availing the e- voting facility.
- vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through poll paper.
- viii. In case, members cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- ix. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- x. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the Consolidated Report of the Scrutinizer shall be placed on the Company's website www.eurovitrified.com and on the website of CDSL www.evotingindia.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited and the same will be available on the website of www.bseindia.com and www.nseindia.com.

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India (ICSI), details of Directors seeking appointment/ re-appointment at the 15th Annual General Meeting are as follows:

Particulars	Mr. Viral T. Nandu	Mr. Gautam S. Pandit
Designation	Chairman & Whole-time Director	Independent Director
DIN	01767620	07816301
Date of Birth/ Age	January 4, 1985 (32)	April 1, 1958 (59)
Nationality	Indian	Indian
Date of appointment on the Board	September 30, 2016	May 30, 2017
Qualifications	B Com, FMBA	S.S.C.
Expertise and Experience in functional area	Experience of more than 13 years in Marketing	Experience in trading business since last 32 years and he also have experience in marketing and commercial aspects of the business
Number of shares held in the Company	Nil	Nil
Directorships held in other Companies	Euro Merchandise (India) Limited	Nil
Chairman/Member of the Committees of other Companies	Nil	Nil
Relationship with existing Directors and Key Managerial Personnel of the company	Nil	Nil
Number of Board Meeting attended during 2016-17	Six	NA
Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn	NA	NA

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4 OF THE ACCOMPANYING NOTICE:**

The Board of Directors at its Meeting held on May 30, 2017 and on recommendation of the Nomination and Remuneration Committee appointed Mr. Gautam S. Pandit as an Additional (Independent) Director for a period of five years with effect from May 30, 2017, subject to approval of members. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Gautam S. Pandit holds office as such up to the date of this AGM. The Company has received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation.

Mr. Gautam Pandit is having an independent trading business of hardware products. He has vast experience in trading business since last 32 years and also experience in marketing and commercial aspects of the business.

Mr. Gautam S. Pandit has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Gautam S. Pandit proposed to be appointed as Independent Director fulfills the conditions specified in Companies Act, 2013 and the Rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Brief resume of Mr. Gautam S. Pandit pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 15th AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice of 15th AGM of the Company for member's approval.

Except Mr. Gautam S. Pandit, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid resolutions.

ITEM NO. 5 OF THE ACCOMPANYING NOTICE:

Mr. Viral Nandu, has been associated as a Vice President-Sanitary Ware Division of the Company since 2007. Mr. Viral Nandu is having an Experience of more than 13 years in Marketing of Marble and Sanitary Ware products. Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, in its meeting held on September 30, 2016 appointed him as Whole-time Director of the Company for a period of 2 years w.e.f. September 30, 2016 without any remuneration.

Brief resume of Mr. Viral Nandu pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 15th AGM of the Company.

The Board recommends the resolution as set out at item no.5 of the Notice of 15th AGM of the Company for your approval.

Except Mr. Viral Nandu, none of the other Directors and Key Managerial Personnel of your Company and their relatives is concerned or interested in the aforesaid resolution.

By Order of the Board of Directors

Viral Nandu
Chairman & Whole Time Director
DIN 01767620

Place: Mumbai
Date: September 1, 2017

Registered Office:
208, Sangam Arcade,
Vallabhbai Road,
Opp. Railway Station,
Vile Parle (West),
Mumbai - 400 056