

Euro Ceramics Ltd.

November 26, 2019 H2002PLC135548



To,
The Manager-Corporate Service Dept.
BSE Limited
Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001
Scrip code: **532823**

The Manager- The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051.
Scrip symbol: **EUROCERA**

Sub.: Submission of Annual General Meeting Notice for the Financial Year 2018-19.

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual General Meeting Notice (AGM) of the Company for the Financial Year 2018-19.

As per Order passed on February 25, 2019, of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process" or "CIRP") was started against the Company w.e.f. February 25, 2019. The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the Resolution Professional i.e. CA Nirav Tarkas.

The Company by the order of the Resolution Professional, is enclosing the Notice of the 17th Annual General Meeting pursuant to Section 101 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further in pursuance of second proviso of Section 136 of the Companies Act, 2013 and in consultation with Resolution Professional, the Annual Report is not being sent with the Notice but are available on website www.eurocl.com and also available for inspection by the shareholders at the registered office of the Company during working hours till the Annual General Meeting of the Company.

Kindly take the same on your record.

Thanking you

For **Euro Ceramics Limited**


CA Nirav Tarkas

(Resolution Professional)

Regn. No.: **IBBI/IPA-002/IP-N00776/2018-19/12375**

Encl: A/a

(Euro Ceramics Limited is under Corporate Insolvency Resolution Process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, CA Nirav Tarkas, appointed by Hon'ble National Company Law Tribunal, Mumbai Bench, vide order dated 7 May, 2019)

Regd. Office : 208, Sangam Arcade, Vallabhbai Road, Vile Parle (West), Mumbai - 400056. INDIA.
Tel.: +91-22-4019 4019 • Fax : +91-22-4019 4020 • Email : sales@eurocl.com • Web : www.eurocl.com

Plant : Survey No. 510, 511, 512, 517/1, Bhachau, Dudhai Road, Bhachau (Kutch), Gujarat, Pin : 370140.
Tel.: +91-2837-224751 / 224752 / 224753



EURO CERAMICS LIMITED

CIN: L26914MH2002PLC135548

Registered Office: 208, Sangam Arcade, Vallabhbai Road,
Vile Parle (West), Mumbai – 400 056

Phone: +91-22-4019 4019

E-mail: sales@eurocl.com; **Website:** www.eurocl.com

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of Euro Ceramics Limited a Company under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016 will be held on Saturday, 30th November 2019 at 11.00 a.m. at Gomantak Seva Sangh, 72/A, Mahant Road Extension, Vile Parle (East), Mumbai - 400 057 to transact the following business:

BACKGROUND:

Pursuant to the Order dated February 25, 2019 of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process" or "CIRP") has been initiated against the Company pursuant to an application by an unsecured financial creditor, under section 7 of the Insolvency and Bankruptcy Code, 2016, ("Code") and other related provisions, rules and regulations issued thereunder with effect from February 25, 2019 (Corporate Insolvency Resolution Process Commencement Date). Mr. Arun Kapoor was appointed as Interim Resolution Professional ("IRP") in terms of the NCLT Order. Subsequently, the Committee of Creditor (COC) has appointed CA Nirav Tarkas as Resolution Professional ("RP") in place of Interim Resolution Professional Mr. Arun Kapoor. The Hon'ble NCLT, Mumbai Bench, had approved the appointment of CA Nirav Tarkas as Resolution Professional in terms of section 22(3)(b) of the Insolvency & Bankruptcy Code, 2016 vide its order dated May 7, 2019. The resolution professional is taking care of the operation of the Company and other compliances w.e.f. May 7, 2019.

As per Order passed on February 25, 2019, CIR Process was started against the Company w.e.f. February 25, 2019. The powers of Board of Directors of the Company stand suspended effective from the CIR Process commencement date and such powers along with the management of affairs of the Company are vested with the RP.

The Company by the order of the Resolution Professional, is enclosing the Notice of the 17th Annual General Meeting pursuant to Section 101 of the Companies Act, 2013. Further in pursuance of second proviso of Section 136 of the Companies Act, 2013 and in consultation with Resolution Professional, the copies of the documents are not being send with the Notice but are available on website www.eurocl.com and also available for inspection at the registered office of the Company during working hours till the Annual General Meeting of the Company.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2019 together with the Boards' Report and Auditors' Report 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.

(His re-appointment on the Board is being part of compliance with section 152(6) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process. The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority).

3. To appoint M/s. Nitin Pahilwani & Associates as the Statutory Auditors from the conclusion of this meeting till the conclusion of the next Annual General Meeting.

“RESOLVED THAT pursuant to the provisions of Section 139 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s Nitin Pahilwani & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditors of the Company for a period of one year, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held for the financial year ending March 31, 2024, as resolved in the 4th meeting of Committee of Creditors, held on October 14, 2019 .

Registered Office:

208, Sangam Arcade,
Vallabhbai Road,
Vile Parle (West),
Mumbai - 400 056

**For Euro Ceramics Ltd.
(Company under Corporate Insolvency Resolution Process By the Order of
Insolvency Resolution Professional)**

Place: Mumbai

Date: November 07, 2019

Viral Nandu

Chairman & Whole Time Director
DIN 01767620

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 this Notice.
3. Members / Proxies are requested to bring their duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). 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.
4. 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 this Notice. The Company is in receipt of relevant disclosures / consents from the Directors pertaining to their appointment.
5. The Register of Directors’ and Key Managerial Personnel and their Shareholding as maintained under Section 170 and the Register of Contracts or Arrangement in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 will be open for inspection for the members during the AGM.
6. 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 Thursday, November 21, 2019, to Friday, November 30, 2019 (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 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 the correspondences forwarded to 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 10 (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, 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.
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 17th 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 RTA/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 at their registered addresses by permitted mode.
17. Route Map for the venue of the 17th 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.eurocl.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 as set forth in the Notice convening the 17th AGM of the Company to be held on Saturday, November 30, 2019. 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 17th 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.

(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 have voted earlier for any company, then their existing password is to be used.
- vi. If members are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If the 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

- 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 can be also used by the DEMAT holders for voting on 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 and the 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 e-mailed 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, November 22, 2019.

- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, November 22, 2019 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.

OTHER INSTRUCTIONS

- v. The Company has appointed M/s. Shivalal Mourya & Co., Company Secretaries, Mumbai as the Scrutinizer for scrutinizing the process of e-voting and voting through poll papers at the AGM in a fair and transparent manner.
- vi. The Company has fixed Friday, November 22, 2019 as the 'Cut-off Date' for the purpose of e-voting. The e-voting /voting rights of the members/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, November 22, 2019 only.
- vii. The e-voting period will commence on Wednesday, November 27, 2019 (09:00 am) and ends on Friday, November 29, 2019 (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, November 22, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting on Friday, November 29, 2019 after 05.00 pm. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- viii. 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.
- ix. The facility of voting through polling papers shall also be made available at the venue of the 16th AGM to all those members who are present at the AGM but have not casted their votes by availing the e- voting facility.
- x. 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.
- xi. 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.
- xii. The Chairman shall, at the AGM, 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 "Poll Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- xiii. 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.
- xiv. The Results declared along with the Consolidated Report of the Scrutinizer shall be placed on the Company's website www.eurocl.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,

where the shares of the company are listed 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 Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI), details of Directors seeking appointment/ re-appointment at the 17th Annual General Meeting are stated as under:

Name of the Director	Mr. Viral T. Nandu
Designation	Chairman & Whole-time Director
DIN	01767620
Date of Birth/ Age	January 4, 1985 (33)
Nationality	Indian
Date of appointment as Director	30 th September, 2016
Qualifications	B Com, FMBA
Expertise and Experience in functional area	Experience of more than 14 years in Marketing
Number of shares held in the Company	Nil
Number of Board Meeting attended during 2018-19	5 (five)
Terms and Conditions of appointment or re-appointment and remuneration sought to be paid or last drawn	NA
List of Directorships held in various other Companies.	Euro Merchandise (India) Limited
List of Chairmanship and Membership of various committees in Public Companies	<u>Euro Ceramics Limited</u> <u>Chairmanship:</u> NIL <u>Membership:</u> 1. Audit Committee; 2. Stakeholders Relationship Committee; 3. Corporate Social Responsibility Committee.
Relationship with existing Directors and Key Managerial Personnel of the company	Nil

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

For Euro Ceramics Ltd.
(Company under Corporate Insolvency Resolution Process,
By the Order of Insolvency Resolution Professional)

Place: Mumbai
Date: November 07, 2019

Viral Nandu
Chairman & Whole Time Director
DIN 01767620