

Euro Ceramics Ltd.

March 28, 2018
CIN: L26944MH2002PLC135548



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**

Dear Sirs,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements), 2015 - Details of the Voting results of the business transacted through postal ballot.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we enclose herewith the details regarding the voting results of the business transacted by through postal ballot including an option to vote through remote electronic voting (“e-voting”), in respect of following business:

- To sell / transfer / alter / mortgage / lease / dispose off its one or more undertaking/assets of the Company;
- Alteration of Object clause of Memorandum of Association of the Company;
- Adoption of new set of Articles of Association of the Company.

The copy of amended Memorandum of Association and Articles of Association shall be submitted with Stock Exchanges upon receipt of approval from the Registrar of Companies, Mumbai upon filing of necessary forms.

We are also enclosing herewith the consolidated report of the Scrutiniser on e-voting and postal ballot. The above results also being uploaded on the Company’s website at www.eurovitrified.com and on the website of CDSL at www.evotingindia.com. Also, the results being displayed on the Notice Board at the registered office of the Company.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For Euro Ceramics Limited

Viral Nandu
Chairman & Whole Time Director
DIN 01767620

Encl.: As above.



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

CC:

1. Central Depository Services (India) Limited,
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg, Lower Parel (East),
Mumbai – 400013.
2. Link Intime India Private Limited,
247, Lal Bahadur Shastri Marg,
Surya Nagar, Gandhi Nagar,
Vikhroli west,
Mumbai – 400 083.

27th March, 2018

To

The Chairman/ Authorised Person

Euro Ceramics Limited

208, Sangam Arcade, Vallabhbai Road,

Opp. Railway Station, Vile Parle (West),

Mumbai - 400 056

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot Process and E-Voting

I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.


I shall return the ballot papers, register and records soon after your declaration of the result and signing of the minutes of the meeting held for declaration of the result of Postal Ballot process.

I request you to preserve the ballot papers, register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates

Company Secretaries



CS Manish L. Ghia

Partner

M. No. FCS 6252; C. P. No.3531

Encl: A/a

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]

To
The Chairman / Authorised Person
Euro Ceramics Limited
208, Sangam Arcade, Vallabhbai Road,
Opp. Railway Station, Vile Parle (West),
Mumbai - 400 056

Respected Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot Process and E-Voting

I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on 13th February, 2018 for conducting the voting by Postal Ballot/ E-voting process seeking approval of members for following matters:

- a. **Special Resolution** pursuant to Section 180(1)(a), 110 and other applicable provisions, if any, of the Companies Act, 2013 for Sale / Transfer / Disposal etc. of Undertaking(s) / Asset (s) of the Company
 - b. **Special Resolution** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 for alteration of Object Clause of Memorandum of Association of the Company
 - c. **Special Resolution** pursuant to Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 for adoption of New Set of Articles of Association of the Company.
1. The Postal Ballot and E-voting process has been completed and now I submit my report as under:
 - 1.1 The Company completed the dispatch of Postal Ballot Notice dated 13th February, 2018 along with Postal Ballot Form and self-addressed postage prepaid envelope to its members through e-mail whose email id is registered with the Registrar and Share Transfer Agent/ Depositories and dispatched through courier on Friday, 23rd February, 2018, whose names appeared in the Register of Members/List of Beneficiaries as on the cut-off date (Record date) being Friday, 16th February, 2018.



- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Business Standard" and Marathi Newspaper "Mumbai Lakshadeep" on Saturday, 24th February, 2018
- 1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Monday , 26th March, 2018, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on Monday, 26th March, 2018 after 05.00 p.m. in my presence and scrutinized. The Shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on Friday, 16th February, 2018.
- 1.6 The e-voting period commenced on Sunday, 25th February 2018 (9:00 a.m. onwards) and ended on Monday, 26th March, 2018 (05.00 p.m.) through Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by CDSL on Monday, 26th March, 2018 (05.00 p.m.).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company did not receive any envelope containing Postal Ballot form after 5.00 p.m. on Monday, 26th March, 2018.
2. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:



Resolution No.1

Particulars		Special Resolution pursuant to Section 180(1)(a), 110 and other applicable provisions, if any, of the Companies Act, 2013 for Sale / Transfer / Disposal etc. of Undertaking(s) / Asset (s) of the Company						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	3541452	100.00	3541452	0	100.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (A)	3541452	3541452	100.00	3541452	0	100.00	0.00
Public-Institutions	E-Voting	2275619	0	0.00	0	0	0.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (B)	2275619	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	27920646	827336	2.96	825335	2001	99.76	0.24
	Ballot forms		30102	0.11	5736	24366	19.06	80.94
	Total (C)	27920646	857438	3.07	831071	26367	96.92	3.08
Total (A+B+C)		33737717	4398890	13.04	4372523	26367	99.40	0.60
Result: May be considered as passed with requisite majority.								

Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast
02	72992



Resolution No.2

Particulars		Special Resolution pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 for alteration of Object Clause of Memorandum of Association of the Company.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	3541452	100.00	3541452	0	100.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (A)	3541452	3541452	100.00	3541452	0	100.00	0.00
Public-Institutions	E-Voting	2275619	0	0.00	0	0	0.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (B)	2275619	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	27920646	825336	2.96	823335	2001	99.76	0.24
	Ballot forms		30102	0.11	5736	24366	19.06	80.94
	Total (C)	27920646	855438	3.06	829071	26367	96.92	3.08
Total (A+B+C)		33737717	4396890	13.03	4370523	26367	99.40	0.60
Result: May be considered as passed with requisite majority.								

Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast
02	72992



Resolution No.3

Particulars		Special Resolution pursuant to Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 for adoption of New Set of Articles of Association of the Company.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	3541452	100.00	3541452	0	100.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (A)	3541452	3541452	100.00	3541452	0	100.00	0.00
Public-Institutions	E-Voting	2275619	0	0.00	0	0	0.00	0.00
	Ballot forms		0	0.00	0	0	0.00	0.00
	Total (B)	2275619	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	27920646	827536	2.96	825535	2001	99.76	0.24
	Ballot forms		30102	0.11	5800	24302	19.27	80.73
	Total (C)	27920646	857638	3.07	831335	26303	96.93	3.07
Total (A+B+C)		33737717	4399090	13.04	4372787	26303	99.40	0.60
Result: May be considered as passed with requisite majority.								

Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast
02	72992

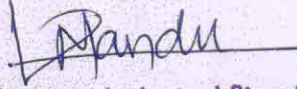


You may accordingly declare the result of the voting by Postal Ballot.

Thanking You.

Place: Mumbai
Date: 27th March, 2018

Countersigned by
For EURO CERAMICS LTD.



Director / Authorised Signatory

Chairman/ Authorised Signatory
Euro Ceramics Limited

Place:
Date:



For Manish Ghia & Associates
Company Secretaries



Manish Ghia
CS Manish L. Ghia
Partner

M. No. FCS 6252 C. P. No. 3531

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1 - Special resolution under section 180(1)(a) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Sale / Transfer / Disposal etc. of Undertaking(s)/Asset(s) of the Company.

Resolution Required : (Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	No. of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		35,41,452	100.00	35,41,452	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		35,41,452	100.00	35,41,452	-	100.00	-
Public Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		22,75,619	-	-	-	-	-
Public Non Institutions	E-Voting		8,27,336	2.96	8,25,335	2,001	99.76	0.24
	Poll		-	-	-	-	-	-
	Postal Ballot		2,79,20,646	0.11	5,736	24,366	19.06	80.94
	Total		2,79,20,646	3.07	8,31,071	26,367	96.92	3.08
Total		3,37,37,717	43,98,890	13.04	43,72,523	26,367	99.40	0.60



Euro Ceramics Limited

Resolution Required : (Special) 2 - Special resolution under section 13 of the Companies Act, 2013 for alteration of Object Clause of Memorandum of Association of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held	No. of votes polled	No. of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		35,41,452	100.00	35,41,452	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		35,41,452	100.00	35,41,452	-	100.00	-
Public Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		22,75,619	-	-	-	-	-
Public Non Institutions	E-Voting		8,25,336	2.96	8,23,335	2,001	99.76	0.24
	Poll		-	-	-	-	-	-
	Postal Ballot		30,102	0.11	5,736	24,366	19.06	80.94
	Total		2,79,20,646	3.06	8,29,071	26,367	96.92	3.08
Total		3,37,37,717	43,96,890	13.03	43,70,523	26,367	99.40	0.60



Euro Ceramics Limited

Resolution Required : (Special)		3 - Special resolution under section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		35,41,452	100.00	35,41,452	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot	35,41,452	-	-	-	-	-	-
	Total		35,41,452	100.00	35,41,452	-	100.00	-
Public Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot	22,75,619	-	-	-	-	-	-
	Total		22,75,619	-	-	-	-	-
Public Non Institutions	E-Voting		8,27,536	2.96	8,25,535	2,001	99.76	0.24
	Poll		-	-	-	-	-	-
	Postal Ballot	2,79,20,646	30,102	0.11	5,800	24,302	19.27	80.73
Total	Total		8,57,638	3.07	8,31,335	26,303	96.93	3.07
		3,37,37,717	43,99,090	13.04	43,72,787	26,303	99.40	0.60

