

# CENTURY Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.  
TEL.: +91-22-2495 7000 FAX : +91-22-2430 9491, +91-22-2436 1980  
E-Mail: centextho@centurytext.com Website: www.centurytextind.com  
CIN-L17120MH1897PLC000163

OUR REF. SH/287/290/2018

01.08.2018

## BY HAND DELIVERY /COURIER

- |  |  |
|--|--|
| 1 BSE Ltd.<br>1 <sup>st</sup> Floor, Phiroze Jeejeebhoy<br>Towers,<br>Dalal Street, Fort,<br>Mumbai-400 001<br><b>Scrip Code: 500040</b> | 2. National Stock Exchange of India Ltd.<br>"Exchange Plaza" 5th floor,<br>Bandra Kurla Complex<br>Bandra (East), Mumbai-400 051.<br><b>Scrip Code: CENTURYTEX</b> |
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Dear Sir,

Sub: Voting Result of 121<sup>st</sup> Annual General Meeting  
Pursuant to Regulation 44(3) of SEBI (Listing Obligations  
and Disclosure Requirements), Regulations, 2015

Further to our letter dated 31<sup>st</sup> July, 2018, this is to inform that the 121<sup>st</sup> Annual General Meeting (AGM) of the shareholders of the Company was held on 31<sup>st</sup> July, 2018 at 2.30 P.M. at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and all the items of business contained in the Notice dated 6<sup>th</sup> June, 2018 were approved by the Members with requisite majority. The details of the voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is enclosed herewith in the prescribed format. A copy of scrutinizer's report is also enclosed for your reference and record.

Thanking you,

Yours faithfully,  
for Century Textiles and Industries Ltd.



Company Secretary.



Encl: as above



# CENTURY

## Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.  
TEL.: +91-22-2495 7000 FAX : +91-22-2430 9491, +91-22-2436 1980  
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OUR REF. :

### VOTING RESULTS

[Pursuant to Regulation 44(3) of Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of AGM	:	31 <sup>st</sup> July, 2018
Total Number of Shareholders on cut-off date (record date)	:	68,576
No. of shareholders present in the meeting either in person or through proxy	:	135
Promoters and Promoter Group	:	8
Public	:	127
No. of shareholders attended the meeting through Video Conferencing	:	-
Promoters and Promoter Group	:	N.A
Public	:	N.A.

### Details of the Agenda

Item Nos. of AGM Notice dated 06.06.2018	Brief Particulars of Resolution	Type of Resolution	Mode of Voting
1.	Adoption of : a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon and b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2018 and the Report of Auditors thereon.	Ordinary	Remote E-voting & voting at AGM venue by electronic means



: 2 :

2	Declaration of Dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2018.	Ordinary	Remote E-voting & voting at AGM venue by electronic means
3	Re-appointment of Shri B.K. Birla, as Director, who retires by rotation.	Ordinary	-do-
4	Ratification of appointment of Messrs S R B C & Co. LLP., Chartered Accountants as Statutory Auditors and fixing their remuneration.	Ordinary	-do-
5	Modification of Resolution No. 4 passed at the 119 <sup>th</sup> Annual General Meeting.	Ordinary	-do-
6	Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.	Special	-do-
7	Approval of Remuneration of the Cost Auditors.	Ordinary	-do-
8	Special Resolution for re-appointment of Shri D.K. Agrawal as Whole-time Director of the Company.	Special	-do-

In case of Poll/Postal ballot/E-voting : 27<sup>th</sup> July, 2018 (9.00 A.M.) to  
30<sup>th</sup> July, 2018 (5.00 P.M.)

For Century Textiles and Industries Ltd.,

  
Company Secretary  


Dated : 01.08.2018

## Century Textiles And Industries Limited

Resolution Required : (Ordinary)			<b>1 - Adoption of :</b> <b>a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March,2018 and the Reports of the Board of Directors and Auditors thereon and</b> <b>b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.</b>						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	16201885	54.7196	16201885	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>16201885</b>	<b>54.7196</b>	<b>16201885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692417	14.1968	3692106	311	99.9916	0.0084	0
	Poll		3764	0.0145	3764	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696181</b>	<b>14.2113</b>	<b>3695870</b>	<b>311</b>	<b>99.9916</b>	<b>0.0084</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>75776236</b>	<b>67.8417</b>	<b>75775925</b>	<b>311</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>





## Century Textiles And Industries Limited

Resolution Required : (Ordinary)			2 - Declaration of Dividend on Equity Shares for the year ended 31st March, 2018.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	21515040	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>21515040</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692512	14.1972	3692499	13	99.9996	0.0004	0
	Poll		3764	0.0145	3764	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696276</b>	<b>14.2117</b>	<b>3696263</b>	<b>13</b>	<b>99.9996</b>	<b>0.0004</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089486</b>	<b>72.5986</b>	<b>81089473</b>	<b>13</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>



## Century Textiles And Industries Limited

Resolution Required : (Ordinary)			3 - Re-appointment of Shri B.K. Birla, as Director, who retires by rotation.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	19093240	64.4847	15967135	3126105	83.6272	16.3728	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>19093240</b>	<b>64.4847</b>	<b>15967135</b>	<b>3126105</b>	<b>83.6272</b>	<b>16.3728</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692417	14.1968	3690658	1759	99.9524	0.0476	0
	Poll		3764	0.0145	3764	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696181</b>	<b>14.2113</b>	<b>3694422</b>	<b>1759</b>	<b>99.9524</b>	<b>0.0476</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>78667591</b>	<b>70.4303</b>	<b>75539727</b>	<b>3127864</b>	<b>96.0239</b>	<b>3.9761</b>	<b>0</b>



## Century Textiles And Industries Limited

Resolution Required : (Ordinary)			4 - Ratification of appointment of Messrs S R B C & Co. LLP., Chartered Accountants as Statutory Auditors and fixing their remuneration.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	21469081	45959	99.7864	0.2136	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>21469081</b>	<b>45959</b>	<b>99.7864</b>	<b>0.2136</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692392	14.1967	3690681	1711	99.9537	0.0463	0
	Poll		3764	0.0145	3344	420	88.8417	11.1583	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696156</b>	<b>14.2112</b>	<b>3694025</b>	<b>2131</b>	<b>99.9423</b>	<b>0.0577</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089366</b>	<b>72.5985</b>	<b>81041276</b>	<b>48090</b>	<b>99.9407</b>	<b>0.0593</b>	<b>0</b>



## Century Textiles And Industries Limited

Resolution Required : (Ordinary)			5 - Modification of Resolution No. 4 passed at the 119th Annual General Meeting						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	16903859	4611181	78.5676	21.4324	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>16903859</b>	<b>4611181</b>	<b>78.5676</b>	<b>21.4324</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692376	14.1967	3690552	1824	99.9506	0.0494	0
	Poll		3764	0.0145	3344	420	88.8417	11.1583	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696140</b>	<b>14.2112</b>	<b>3693896</b>	<b>2244</b>	<b>99.9393</b>	<b>0.0607</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089350</b>	<b>72.5985</b>	<b>76475925</b>	<b>4613425</b>	<b>94.3107</b>	<b>5.6893</b>	<b>0</b>





## Century Textiles And Industries Limited

Resolution Required : (Special)			6 - Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.						
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	21068757	446283	97.9257	2.0743	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>21068757</b>	<b>446283</b>	<b>97.9257</b>	<b>2.0743</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692417	14.1968	3690531	1886	99.9489	0.0511	0
	Poll		3764	0.0145	3764	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696181</b>	<b>14.2113</b>	<b>3694295</b>	<b>1886</b>	<b>99.9490</b>	<b>0.0510</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089391</b>	<b>72.5985</b>	<b>80641222</b>	<b>448169</b>	<b>99.4473</b>	<b>0.5527</b>	<b>0</b>



## Century Textiles And Industries Limited

Resolution Required : (Ordinary)

7 - Approval of Remuneration of the Cost Auditors

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	21515040	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>21515040</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692412	14.1968	3690695	1717	99.9535	0.0465	0
	Poll		3764	0.0145	3344	420	88.8417	11.1583	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696176</b>	<b>14.2113</b>	<b>3694039</b>	<b>2137</b>	<b>99.9422</b>	<b>0.0578</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089386</b>	<b>72.5985</b>	<b>81087249</b>	<b>2137</b>	<b>99.9974</b>	<b>0.0026</b>	<b>0</b>



## Century Textiles And Industries Limited

Resolution Required : (Special)			8 - Special Resolution for re-appointment of Shri D.K. Agrawal as Whole-time Director 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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	56077970	55878170	99.6437	55878170	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>55878170</b>	<b>99.6437</b>	<b>55878170</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	29608940	21515040	72.6640	21161740	353300	98.3579	1.6421	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>21515040</b>	<b>72.6640</b>	<b>21161740</b>	<b>353300</b>	<b>98.3579</b>	<b>1.6421</b>	<b>0</b>
Public Non Institutions	E-Voting	26008770	3692417	14.1968	3690589	1828	99.9505	0.0495	0
	Poll		3764	0.0145	3764	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3696181</b>	<b>14.2113</b>	<b>3694353</b>	<b>1828</b>	<b>99.9505</b>	<b>0.0495</b>	<b>0</b>
<b>Total</b>		<b>111695680</b>	<b>81089391</b>	<b>72.5985</b>	<b>80734263</b>	<b>355128</b>	<b>99.5621</b>	<b>0.4379</b>	<b>0</b>



To,  
The Chairman of the meeting,  
Century Textiles and Industries Limited,  
Century Bhavan,  
Dr. Annie Besant Road,  
Worli,  
Mumbai - 400030

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

1. I, Gagan B. Gagrani, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to scrutinize the electronic voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out for the below mentioned resolutions as set out in the Notice dated 6<sup>th</sup> June, 2018 of the 121<sup>st</sup> Annual General Meeting of the shareholders of the company held on Tuesday, the 31<sup>st</sup> July, 2018.
2. As required under Section 101 and 108 of the Act, Notice dated 6<sup>th</sup> June, 2018 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the 121<sup>st</sup> Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 24<sup>th</sup> July, 2018 were entitled to vote on the proposed resolutions on item nos. 1 to 8 as set out in the notice of the Annual General Meeting of the company.
3. The company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the company. The remote e-voting period commenced on 27<sup>th</sup> July, 2018 at 9.00 a.m. and ended on 30<sup>th</sup> July, 2018 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
4. The e-voting at the venue of the Annual General Meeting held on 31<sup>st</sup> July, 2018 was conducted at the venue of the AGM i.e. Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai - 400018.
5. The votes were unblocked on 31<sup>st</sup> July, 2018 in the presence of two witnesses who are not in the employment of the company.
6. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained Register in which necessary entries have been made in accordance with the above rules.

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I now submit my Report as under on the result of the voting through electronic means (remote e-voting as well as e-voting at the venue of the Annual General Meeting) in respect of the said Resolutions:

**Resolution No. 1: Ordinary Resolution:** To receive, consider and adopt (a) the Audited Standalone Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	184	75772161	100.00	9	311	0.00	-	-
V e-vote	34	3764	100.00	-	-	-	-	-
Total	218	75775925	100.00	9	311	0.00	-	-

(R e-vote is Remote e-voting and V e-vote is e-voting at Venue of the AGM)

**Resolution No. 2: Ordinary Resolution:** To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2018.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	201	81085709	100.00	4	13	0.00	-	-
V e-vote	34	3764	100.00	-	-	-	-	-
Total	235	81089473	100.00	4	13	0.00	-	-

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**Resolution No. 3: Ordinary Resolution:** To appoint a Director in place of Shri B. K. Birla (holding DIN 00055856) who retires from office by rotation, being eligible, offers himself for re-election.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	158	75535963	96.02	42	3127864	3.98	-	-
V e-vote	34	3764	100.00	-	-	-	-	-
Total	192	75539727	96.02	42	3127864	3.98	-	-

**Resolution No. 4: Ordinary Resolution:** To ratify appointment of S R B C & CO LLP, Chartered Accountants holding office from the conclusion of 119<sup>th</sup> Annual General Meeting until the conclusion of the 124<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2021 as Auditors of the Company and to approve payment of their remuneration.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	192	81037932	99.94	12	47670	0.06	-	-
V e-vote	31	3344	88.84	3	420	11.16	-	-
Total	223	81041276	99.94	15	48090	0.06	-	-

**Resolution No. 5 : Ordinary Resolution:** Partial modification of Resolution No. 4 passed at the 119<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> July, 2016 the words 'and subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid terms of their appointment' appearing in the said Resolution No. 4 be deleted.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	148	76472581	94.31	55	4613005	5.69	-	-
V e-vote	31	3344	88.84	3	420	11.16	-	-
Total	179	76475925	94.31	58	4613425	5.69	-	-

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**Resolution No. 6 : Special Resolution:** To accord approval of the Company to the Board of Directors for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures on a private placement basis during a period of one year from the date of this Annual General Meeting within the overall borrowing limits approved by the members from time to time.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	177	80637458	99.45	28	448169	0.55	-	-
V e-vote	34	3764	100.00	-	-	-	-	-
Total	211	80641222	99.45	28	448169	0.55	-	-

**Resolution No. 7 : Ordinary Resolution:** To approve remuneration payable to the Cost Auditors M/s. R. Nanabhoy & Co. appointed by the Board of Directors of the Company to conduct the cost audit for the financial Year ending 31st March, 2019.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	193	81083905	100.00	11	1717	0.00	-	-
V e-vote	31	3344	88.84	3	420	11.16	-	-
Total	224	81087249	100.00	14	2137	0.00	-	-

**Resolution No. 8 : Special Resolution:** To approve the re-appointment and remuneration of Shri D. K. Agrawal as a Whole-time Director of the Company.

	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	188	80730499	99.56	17	355128	0.44	-	-
V e-vote	34	3764	100.00	-	-	-	-	-
Total	222	80734263	99.56	17	355128	0.44	-	-

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7. The results of the aforesaid e-voting for the Resolutions Nos.1 to 8 as set out in Notice dated 6<sup>th</sup> June, 2018 may accordingly be declared by the Chairman of the meeting.

Thanking you.

Place: Mumbai  
Dated: July 31, 2018



Shri R.K. Dalmia, Senior President & CFO,  
authorized by the Chairman of the meeting



Gagan B. Gagrani  
Practicing Company Secretary  
M. No. FCS: 1772  
CP No. : 1388