

CENTURY Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.
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CIN-L17120MH1897PLC000163

OUR REF. SH/XII/40/2018

25.10.2018

Corporate Relationship Department
BSE Ltd.
1st Floor, Phiroze Jeejebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500040

Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza" 5th floor,
Bandra Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: CENTURYTEX

Dear Sirs,

**Sub: Disclosure of voting results of the business transacted at the National Company Law Tribunal, ('NCLT') Mumbai Bench convened meeting of the equity shareholders of the Company held on Wednesday, 24th October, 2018 in terms of :
The NCLT Order dated 14th September, 2018**

And

Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ('SEBI Circular')

Ref : Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation of our letter dated 18th September, 2018 and other correspondence relating thereto, this is to inform you that a meeting of the equity shareholders of the Company was held on Wednesday, the 24th October, 2018 at 11.00 A.M. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025, for approving the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors ('the Scheme').

In terms of the provisions of the NCLT Order; Sections 230 - 232 of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangement and Amalgamation) Rules, 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of postal ballot, remote e-voting and e-voting at the venue of the meeting to its shareholders for approval of the Scheme.

Accordingly, voting by the equity shareholders of the Company for approval of the Scheme has been carried out through postal ballot, remote e-voting and e-voting at the venue of the meeting.

Further, in terms of the SEBI circular and the NCLT order, the Scheme is also required to be approved by the majority of the public shareholders of the Company and accordingly voting by public shareholders has been carried out through postal ballot, remote e-voting and e-voting at the venue of the meeting.



: 2 :

As per regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the following disclosures:

1. In terms of the Companies Act, 2013 and NCLT order – Voting results of equity shareholders of the business transacted through postal ballot, remote e-voting and e-voting at the venue of the meeting along with the Scrutinizer's report (Annexure A).
2. In terms of the SEBI circular – voting results of the public shareholders along with a separate Scrutinizer's report (Annexure B).

The proposed resolution approving the Scheme was passed with the requisite majority of the equity shareholders of the Company (including public shareholders) as required by the NCLT order and the SEBI circular.

The above is for your information and records please.

Thanking you,

Yours truly,
For Century Textiles and Industries Ltd.,



Atul Kedia
Company Secretary

Encl : as above

CENTURY TEXTILES AND INDUSTRIES LIMITED

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	24th October, 2018
Total number of shareholders on Record Date	69,538
No. of shareholders present in the meeting either in person or through proxy:	89
Promoters and Promoter Group	9
Public	80
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution Required : (Special)			1 - Resolution for approval of the Scheme of Demerger Amongst Century Textiles and Industries Limited and Ultra Tech Cement Ltd and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.					
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
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	56077970	56077970	100.0000	56077970	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56077970	100.0000	56077970	0	100.0000	0.0000
Public Institutions	E-Voting	29183503	20062589	68.7463	16705552	3357037	83.2672	16.7328
	Poll		26583	0.0911	26583	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20089172	68.8374	16732135	3357037	83.2893	16.7107
Public Non Institutions	E-Voting	26434207	7590978	28.7165	5679477	1911501	74.8188	25.1812
	Poll		56127	0.2123	51073	5054	90.9954	9.0046
	Postal Ballot		664744	2.5147	651864	12880	98.0624	1.9375
	Total		8311849	31.4435	6382414	1929435	76.7869	23.2131
Total		111695680	84478991	75.6332	79192519	5286472	93.7423	6.2577



To,

MR. Yazdi P. Dandiwala

Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT), for the Meeting of the Equity Shareholders of Century Textiles and Industries Limited pursuant to Company Application No.701 of 2018 for which the Order has been passed by the Hon'ble bench on 14th September 2018.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on postal ballot and e-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and to the extent applicable.

1. I, Gagan B. Gagrani, Practicing Company Secretary (FCS: 1772, CP:1388), have been appointed as the Scrutinizer by the National Company Law Tribunal, Mumbai Bench ("NCLT") by its order dated 14th September, 2018 to scrutinize the postal ballot and electronic voting process in a fair and transparent manner and ascertaining the requisite majority on postal ballot and e-voting carried out pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended and to the extent applicable for the below mentioned resolution as set out in the Notice dated 14th September, 2018 of the Meeting of the Equity Shareholders of the company convened by the NCLT ("the Meeting") held on Wednesday, the 24th October, 2018.
2. The Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.
3. Notice dated 14th September, 2018 ("the Notice") along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the Meeting. The shareholders holding shares as on the cut-off date (record date) i.e. 14th September, 2018 were entitled to vote on the proposed resolution as set out in the Notice dated 14th September, 2018 of the Meeting.
4. The company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the company.
5. The voting period commenced on 24th September, 2018 at 9.00 a.m. and ended on 23rd October, 2018 at 5.00 p.m. for voting through postal ballot form as well as e-voting. The NSDL e-voting platform was blocked thereafter.
6. The e-voting at the venue of the Meeting held on 24th October, 2018 was conducted at the venue of the Meeting Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025.

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7. Our responsibility as a Scrutinizer for the voting process (through postal ballot, remote e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, remote e-voting and e-voting at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice.
8. All postal ballot forms received upto 5.00 p.m. on 23rd October, 2018 being the last date and time fixed by the company for the said purpose were considered for scrutiny.
9. The e-votes were unblocked on 24th October, 2018 in the presence of two witnesses Mr. Gautam Tiwari and Mr. Bhanudas Dhuri who are not in the employment of the company.
10. I did not find any defaced or mutilated postal ballot forms and all the invalid postal ballot forms were marked and segregated.
11. I have scrutinized and reviewed the voting through postal ballot and electronic means and votes tendered therein and maintained Registers separately for the purpose in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through postal ballot and electronic means (remote e-voting as well as e-voting at the venue of the Meeting) in respect of the following resolution set out in the Notice:

RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board, which includes any Committee thereof and / or any individual(s) authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Summary of votes are as under:

Details	Remote e-voting	Postal ballot	Voting electronically at the meeting	Total voting
No of Members who cast their vote	410	343	37	790
Number of shares voted	83731537	708333	82710	84522580
No of Members who cast their valid vote	410	333	37	780
Number of shares valid voted	83731537	664744	82710	84478991

(a) Votes in favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	309	651864
E-Voting	370	78462999
Venue E- Voting**	28	77656
Total	707	79192519
% of total valid votes cast	93.74%	
% of total number of members voted	89.49%	

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	24	12880
E-Voting	40	5268538
Venue E- Voting**	9	5054
Total	73	5286472
% of total valid votes cast	6.26%	
% of total number of members voted	9.24%	

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(c) Invalid Votes:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	10	43589
E-Voting	-	-
Venue E- Voting**	-	-
Total	10	43589


* No. of Members is equivalent to No. of Folios/Accounts

** Voting conducted through electronic voting system (through tablets) at the venue of the meeting

12. The results of the aforesaid postal ballot and e-voting for the Resolution as set out in Notice dated 14th September, 2018 may accordingly be declared by the Chairman of the meeting.

Thanking you.

Place: Mumbai
Dated: October 25, 2018


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

CENTURY TEXTILES AND INDUSTRIES LIMITED

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
[Pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (SEBI Circular)]

Date of AGM/EGM	24th October, 2018
Total number of shareholders on Record Date	69,538
No. of shareholders present in the meeting either in person or through proxy:	89
Promoters and Promoter Group	9
Public	80
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Resolution Required : (Special)			1 - Resolution for approval of the Scheme of Demerger Amongst Century Textiles and Industries Limited and Ultra Tech Cement Ltd and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.					
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	56077970	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	
Public Institutions	E-Voting	29183503	20062589	68.7463	16705552	3357037	83.2672	16.7328
	Poll		26583	0.0911	26583	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20089172	68.8374	16732135	3357037	83.2893	16.7107
Public Non Institutions	E-Voting	26434207	7590978	28.7165	5679477	1911501	74.8188	25.1812
	Poll		56127	0.2123	51073	5054	90.9954	9.0046
	Postal Ballot		664744	2.5147	651864	12880	98.0624	1.9375
	Total		8311849	31.4435	6382414	1929435	76.7869	23.2131
Total		111695680	28401021	25.4271	23114549	5286472	81.3863	18.6137



Report of Scrutinizer

To

Mr. Atul K. Kedia
Company Secretary
Century Textiles and Industries Limited,
Century Bhavan,
Dr. Annie Besant Road,
Worli,
Mumbai - 400030

Sub: Scrutinizer Report with respect to voting by public shareholders of the Century Textiles and Industries Limited ("the Company") through Postal Ballot, Remote E-Voting and E-Voting at the venue of the meeting in terms of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

Dear Sir,

I, Gagan B Gagrani, Practicing Company Secretary (FCS:1772, CP:1388) have been appointed as "the Scrutinizer" for the purpose of conducting the voting done through postal ballot, remote e-voting and e-voting at the venue of the meeting on the resolution seeking approval of the Equity Shareholders of Century Textiles and Industries Limited in terms of the Notice dated 14th September 2018, convening the said meeting.

I submit my report with regard to the result of the postal ballot and e-voting in respect of **public shareholders** as under:

- (i) The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirement relating to voting done through postal ballot and e-voting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date** was **Friday, 14th September, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.

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- (iv) The voting through postal ballot and e-voting had commenced at 9:00 a.m. on Monday, the 24th September, 2018 and closed at 5:00 p.m. on Tuesday, the 23rd October, 2018.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and remote e-voting) is restricted to scrutinize the postal ballot papers and remote e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system.
- (vi) The Company had on the basis of the Register of Members and the list of beneficiary owners made available by National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. Friday 14th September 2018) by 20th September, 2018 and has also published an advertisement in this regard, in English language in Economics Times (All editions) and translation thereof in Marathi language in Navshakti, Mumbai edition on 21st September, 2018.
- (vii) The e-voting module was disabled and blocked by NSDL for voting on 23rd October, 2018 at 5:00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms so as to reach me on or before 5:00 p.m. on Tuesday 23rd October, 2018. No postal ballot have been accepted after 5:00 p.m. on 23rd October, 2018.
- (ix) I counted the votes cast through postal ballots and unblocked the votes cast through e-voting module of NSDL in the presence of Mr. Gautam Tiwari and Mr. Bhanudas Dhuri, who are not in employment of the Company.
- (x) The Postal ballot forms, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.

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The results of public shareholders are as under:

Resolution for Approval of the Scheme of Demerger amongst Century Textiles and Industries Limited and UltraTech Cement Limited and their respective shareholders and creditors (“the Scheme”).

Voting Method	Total Number of valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Share holders	No. of shares	% of total number of valid votes cast	No. of share holders	No. of shares	% of total number of valid votes cast	No. of share holders	No. of shares
Voting by Postal Ballot	664744	309	651864	98.06	24	12880	1.94	10	43589
Remote E-voting	27653567	361	22385029	80.95	40	5268538	19.05	-	-
E-voting at the venue of the meeting	82710	28	77656	93.89	9	5054	6.11	-	-
Total	28401021	698	23114549	81.39	73	5286472	18.61	10	43589

Thanking you,

Yours truly,

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

Place: Mumbai
Dated: October 25, 2018