

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/500/ 93 /2018

31st May, 2018

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
Tel.: 22721233/4
Fax: 022 2272 2039
Scrip Code: 500040

Dear Sirs,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement amongst Century Textiles and Industries Limited, UltraTech Cement Limited and their respective shareholders and creditors

We refer to our letter dated 20th May, 2018 informing you about the decision of the Board of Directors of the Company approving the draft Scheme of Arrangement amongst Century Textiles and Industries Limited, UltraTech Cement Limited and their respective shareholders and creditors.

In continuation of the aforesaid, we are now applying under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed is the checklist duly filled in together with the enclosures thereto relating to the Regulation 37 application.


The Company has transferred an amount of Rs.1,94,400/- (Rs. 1,80,000/- plus GST of Rs.32,400/- less TDS of Rs.18,000/-) through NEFT No. 00600340005156 dated 31st May, 2018 into the account of BSE Limited towards processing fees.

A demand draft No. 789896 dated 25.05.2018 drawn on Uco Bank of Rs. 5,00,000/- in favour of "Securities and Exchange Board of India" payable at Mumbai is also attached.

We will be pleased to provide any clarification as you may require in this regard. We request you to kindly grant your approval to the Scheme of Arrangement at your earliest convenience.

Thanking you,

Yours faithfully
For Century Textiles and Industries Ltd.



Atul K. Kedia
Company Secretary

Encl. : as above



यूको बैंक
जारी करने वाली शाखा



UCO Bank
ISSUING BRANCH (H-I)

कूट सं./CODE NO.

केवल तीन महीने के लिए वैध VALID FOR THREE MONTHS ONLY
0265

SECURITIES AND EXCHANGE BOARD OF INDIA

मांगे जानेपर ON DEMAND PAY

DDMMYY
D D M M Y Y Y Y

को या उनको आदेश पर OR ORDER

रुपये RUPEES ve Lakh
only

*****5.00.000.00

अदा करें।

₹

मूल्य प्राप्त VALUE RECEIVED

***** Not Over INR. 5,00,000.00 *****

1735631

यूको बैंक
For UCO Bank

MUMBAI SERVICE BRANCH शाखा/DRAWEE BRANCH
COD/17

Manojkumar

स. प्रबंधक Asst. MANAGER
(कार्मिक सं. / EMP. NO.)

Manojkumar

प्रबंधक/MANAGER
(कार्मिक सं. / EMP. NO. 41029)

Please sign above

⑈ 789896⑈ 000028000⑈

16

**Scheme of Arrangement amongst
Century Textiles and Industries Limited (the Demerged Company),
UltraTech Cement Limited (the Resulting Company),
and their respective shareholders and creditors ("Scheme of Arrangement")**

Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 230-234 of Companies Act, 2013

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexures	Page Nos.
1.	Certified copy of the draft Scheme of Arrangement proposed to be filed before the National Company Law Tribunal.	1	1 - 113
2.	Certified true copy of the resolution passed by the Board of Directors of the Company.	2	114 - 118
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	3	119 - 130
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	4	131 - 132
5.	Fairness opinion from JM Financial Limited	5	133 - 136
6.	Shareholding pattern of all the companies pre and post Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	6 and 7	137 - 156
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	8 and 9	157 - 179
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para I(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	10 and 10A	180 - 181 182 - 185
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	11	186
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	12	187
11.	If as per the company, approval from the Public shareholders through e-voting, as required under Para I(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para I(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable	

12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Not Applicable	
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Covered in Annexure 2	
14.	Brief details of the transferee/resulting and transferor/demerged companies as per format.	13	188 – 197
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	14 and 14A	198 – 203
16.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	15 and 16	204 – 209
17.	Confirmation by the Managing Director/ Company Secretary.	17	
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	18 and 19	
19.	<p>Processing fee (non-refundable) payable to BSE will be as below, through RTGS-</p> <p>- Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to Demerger – Transferred through NEFT No. 00600340005156 dated 31st May, 2018.</p> <p>Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure IX or through DD favoring ‘Securities and Exchange Board of India’ payable at Mumbai</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	Attached DD No. _____ dated _____	-
20.	<p>Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID. Mr. Atul K. Kedia Company Secretary Century Textiles and Industries Limited Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030 Tel.: 022 – 2495 7000 (Ext. 7257) Mob.: 9323949183 Email ID: atulkedia@centurytext.com</p>		-

Note:

- 1) In addition to compliance with the requirements of SEBI (LODR) Regulations / SEBI circulars on scheme and other statutory requirements, the listed entity shall also comply with the following requirements:
 - a. In case of merger of an unlisted company or a division of unlisted company with the listed transferee company, the transferee company should have a minimum paid up capital of Rs.3 crores post scheme of arrangement / amalgamation.
 - b. In case a listed company merges with an unlisted company or division of a listed company is hived off into an unlisted company and the unlisted company applies for listing to BSE, the transferee / resulting company should have a minimum paid up capital of Rs.3 crores post scheme of amalgamation / arrangement.

- 2) All pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
- 3) In case of schemes of arrangement involving merger of wholly owned subsidiary or its division with its holding company, following documents are to be submitted vide email to "bse.schemes@bseindia.com" mentioning company name as subject, for dissemination on the Exchange's website:
 - a) Certified true copy of Board of Director's resolution approving the draft scheme of amalgamation of WOS or its division with its holding company
 - b) Certified true copy of Draft scheme.
 - c) Processing fee (non-refundable) of Rs. 25,000/- plus GST, as applicable payable to BSE, through RTGS- Details given in Annexure IX or through Cheque/DD favoring 'BSE Limited'

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.