

# 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. :

### NOTICE

### ANNOUNCEMENT OF RESULTS OF ELECTRONIC VOTING

This is to inform that the the following resolutions as per notice dated 5<sup>th</sup> June, 2014 for the 117<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> July, 2014 at 2.30 P.M. at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 have been declared as passed by the requisite majority at the aforesaid AGM as per details given hereunder.

### RESULTS DECLARED OF E-VOTING AT THE ANNUAL GENERAL MEETING HELD ON 25<sup>TH</sup> JULY, 2014 AT 2.30 P.M.

Item No. @	Particulars of Resolution	No. of shares Voted in favour of the resolution	% of shares voted in favour of the resolution	No. of shares against the resolution	% of shares against the resolution
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.	5,03,33,819	100.00	1	0.00
2.	Declaration of Dividend on Equity Shares.	5,03,33,819	100.00	1	0.00
3.	Re-appointment of Shri Kumar Mangalam Birla, who retires by rotation.	4,75,24,337	94.42	28,09,483	5.58
4.	Appointment of Messrs. Dalal and Shah, Chartered Accountants as Auditors and fixing their remuneration.	5,03,17,820	99.97	16,000	0.03
5.	Appointment of Smt. Saraladevi Birla as a Director of the Company, liable to retire by rotation.	4,97,94,127	98.93	5,39,693	1.07
6.	Appointment of Shri Yazdi P. Dandiwala as an Independent Director.	5,03,33,819	100.00	1	0.00
7.	Appointment of Shri Rajan A. Dalal as an Independent Director.	5,03,33,819	100.00	1	0.00

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8.	Appointment of Shri Amal Ganguli as an Independent Director.	4,98,01,299	98.94	5,32,521	1.06
9.	Appointment of Shri Pradip Kumar Daga as an Independent Director.	4,97,01,299	98.74	6,32,521	1.26
10.	Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.6000 crore over and above the aggregate of the paid-up share capital and free reserves of the Company.	5,02,83,149	99.90	50,671	0.10
11.	Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security.	5,02,83,149	99.90	50,671	0.10
12.	Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.	4,96,90,413	99.87	66,670	0.13
13.	Approval of the Remuneration of the Cost Auditors.	5,03,17,820	99.97	16,000	0.03
14.	Revocation of resolutions passed in the earlier AGM's regarding total number of Directors of the Company.	5,03,33,819	100.00	1	0.00

@ as per notice of AGM dated 5.6.2014

The electronic voting was held from 17<sup>th</sup> July, 2014 (9.30 A.M.) and ended on 19<sup>th</sup> July, 2014 (5.30 P.M.). The Chairman at the aforesaid meeting declared the results as above in respect of all fourteen resolutions based on the report of Scrutinizer dated 21<sup>st</sup> July, 2014, a copy of which is attached.

For Century Textiles and Industries Ltd.,

*Devgand*  
Secretary  
*A*

Place : Mumbai  
Date : 26<sup>th</sup> July, 2014

To,  
The Chairman,  
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.

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 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 to be passed at the 117<sup>th</sup> Annual General Meeting of the shareholders of the company to be held on Friday, the 25<sup>th</sup> July, 2014.
2. As required under Section 101 and 108 of the Act, Notice dated June 05, 2014 along with Explanatory Statement under Section 102 of the Act were sent to the shareholders in respect of the 117<sup>th</sup> Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 13<sup>th</sup> June, 2014 were entitled to vote on the proposed resolutions on item no. 1 to 14 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 Central Depository Services (India) Limited (CDSL) for conducting e-voting by shareholders of the company. The voting period commenced on July 17, 2014 at 09.30 a.m. and ended on July 19, 2014 at 5.30 p.m. and the CDSL e-voting platform was blocked thereafter.
4. The votes were unblocked on July 21, 2014 in the presence of two witnesses who are not in the employment of the company.
5. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a Register 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 electronic means in respect of the said Resolutions:

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**Resolution No. 1: Ordinary Resolution:** To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and 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
79	50333819	100.00	1	1	0.00	-	-

**Resolution No. 2: Ordinary Resolution:** To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

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
79	50333819	100.00	1	1	0.00	-	-

**Resolution No. 3: Ordinary Resolution:** To appoint a Director in place of Shri Kumar Mangalam Birla (holding DIN 00012813) 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
49	47524337	94.42	31	2809483	5.58	-	-

**Resolution No. 4: Ordinary Resolution:** To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix 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
78	50317820	99.97	2	16000	0.03	-	-

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**Resolution No. 5: Ordinary Resolution:** To appoint **Smt. Saraladevi Birla**, (DIN 01625592) (who was appointed as an Additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.

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
74	49794127	98.93	6	539693	1.07	-	-

**Resolution No. 6: Ordinary Resolution:** To appoint **Shri Yazdi P. Dandiwala** (DIN 01055000) (who was appointed as an Additional Director by the Board of Directors) as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> July, 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
79	50333819	100.00	1	1	0.00	-	-

**Resolution No. 7: Ordinary Resolution:** To appoint **Shri Rajan A. Dalal** (DIN 00546264) (who was appointed as an Additional Director by the Board of Directors) as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> July, 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
79	50333819	100.00	1	1	0.00	-	-

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**Resolution No. 8: Ordinary Resolution:** To appoint **Shri Amal Ganguli** (DIN 00013808), Director of the Company who retires by rotation at the Annual General Meeting, as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> July, 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
75	49801299	98.94	5	532521	1.06	-	-

**Resolution No. 9: Ordinary Resolution:** To appoint **Shri Pradip Kumar Daga** (DIN 00040692), Director of the Company liable to retire by rotation, as an Independent Director of the Company to hold office for a term of five consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> July, 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
74	49701299	98.74	6	632521	1.26	-	-

**Resolution No. 10 : Special Resolution :** To accord consent of the Company to the Board of Directors pursuant to Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies up to an amount not exceeding the sum of Rs. 6000 crores (Rupees Six Thousand Crores) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

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
76	50283149	99.90	4	50671	0.10	-	-

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**Resolution No. 11: Special Resolution:** To accord consent of the Company to the Board of Directors to create charges/mortgages/hypothecations on the Company's moveable and immoveable properties and asset to secure the repayment of borrowings up to an amount not exceeding the sum of Rs. 6000 crores (Rupees Six Thousand Crores) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

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
76	50283149	99.90	4	50671	0.10	-	-

**Resolution No. 12: Special Resolution:** To accord approval of the Company 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.

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
72	49690413	99.87	5	66670	0.13	-	-

**Resolution No. 13: Ordinary Resolution:** To approve remuneration payable to the Cost Auditors M/s. R. Nanabhoy & Co., and M/s. M. R. Dudani & Co. appointed by the Board of Directors of the Company to conduct the cost audit for the financial Year ending 31<sup>st</sup> March, 2015,

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
78	50317820	99.97	2	16000	0.03	-	-

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**Resolution No. 14: Ordinary Resolution:** To Revoke the resolution at agenda item no. 6 passed at the 114<sup>th</sup> Annual General Meeting of the Company as also all such resolutions passed at the earlier Annual General Meetings regarding the total number of Directors 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
79	50333819	100.00	1	1	0.00	-	-

6. The results of the aforesaid e-voting for the Resolutions No.1 to 14 as set out in Notice dated 05.06.2014 may accordingly be declared by the Chairman.

Thanking you.



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

Place: Mumbai  
Dated: July 21, 2014