

CENTURY Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.
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E-Mail: centextho@centurytext.com Website: www.centurytextind.com
CIN-L17120MH1897PLC000163

OUR REF. : SH/XII/321/2017

15.09.2017

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| 1. BSE Ltd.
Phiroze Jeejebhoy Towers,
Dalal Street
Mumbai-400 001 | 2 National Stock Exchange of India Ltd.
"Exchange Plaza" 5 th floor,
Bandra Kurla Complex
Bandra (East), Mumbai-400 051. |
| Fax : 91-22-22723121/2037/2039/
2041/ 2061/3719 | Fax: 022-26598237/38 |

Dear Sir,

Re : Minutes of the AGM

Please find enclosed herewith a copy of the Minutes of 120th Annual General Meeting of our Company held on Wednesday, the 9th August, 2017 receipt of which please acknowledge.

Thanking you,

Yours faithfully,
For Century Textiles and Industries Ltd.


Company Secretary


Encl : as above



B K BIRLA GROUP OF COMPANIES

CENTURY TEXTILES AND INDUSTRIES LIMITED

The 120th Annual General Meeting of CENTURY TEXTILES AND INDUSTRIES LIMITED was held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 on Wednesday, the 9th August, 2017 at 2.30 p.m.

PRESENT

DIRECTORS:

Shri Kumar Mangalam Birla, Vice Chairman
Smt. Rajashree Birla
Shri Pradip Kumar Daga
Shri Yazdi P. Dandiwala
Shri Rajan A. Dalal
Shri Sohanlal K. Jain
Shri D.K. Agrawal - (Whole-time Director)

OTHERS:

Shri R.K. Dalmia Senior President, Century Textiles, Birla Century, Century Yarn and Denim Divisions and Chief Financial Officer (CFO) of the Company
Shri O. R. Chitlange Business Advisor, Century Rayon, Tyrecord and Chemicals Divisions
Shri K.T. Jithendran Chief Executive Officer – Birla Estates
Shri Atul K. Kedia Vice President (Legal) & Company Secretary

Shri Sudhir Soni and Shri Abhishek Agrawal, Partners of S R B C & Co LLP the Statutory Auditors of the Company, Shri Gagan B. Gagrani, Secretarial Auditor were present at the meeting.

128 shareholders including through proxy were present in the meeting.

In the absence of the Chairman Shri B.K. Birla, Vice-Chairman Shri Kumar Mangalam Birla took the Chair.

On quorum being present, Shri Kumar Mangalam Birla called the meeting to order.

With the consent of the members present, the Notice convening the Meeting was taken as read.

The Chairman Shri Kumar Mangalam Birla informed the members that there is no reservation, qualification or adverse remark in the Auditors' Report and the Secretarial Audit Report. In view of this, with the consent of all the members present, the Auditors' Report was also taken as read.

The Chairman announced that 15 valid proxies representing 5,48,60,144 Equity Shares covering 49.12% of the total Equity Share Capital of the Company have been received by the Company.



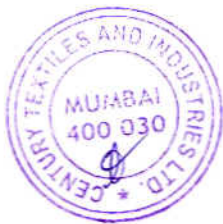
The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170, Register of Contracts in which Directors are interested and maintained under Section 189 of the Companies Act, 2013, Auditors' Report and Secretarial Audit Report were placed before the Meeting and kept open and accessible for inspection by the members during the continuance of the meeting.

The Chairman extended a warm welcome to the shareholders present in the meeting and in his opening remarks briefly touched upon the economic and business environment existing in the world and in our country. He stated that the provisional estimates by the Central Statistical Organisation (CSO), India's Gross Domestic Product (GDP) during FY 2017 grew @ 7.1% as compared to 8% in FY 2016. The GDP growth in FY 2017 was lower on account of the initial hiccups associated with the demonetization of high value notes in the month of November, 2016. However, it is expected that in the coming quarters, growth will pick up again. Besides this, lower investment and the burden of non-performing assets, had their adverse effects on the GDP growth rate. On the economic front, there is a determined effort by the Government to resolve some long standing structural issues. Inflation and the deficit are under control, resulting in lower interest rates. It is expected that the Goods and Services Tax (GST), made effective from 1st July, 2017 which has the spirit of Growing Strong Together, will simplify indirect taxation and is expected to add to GDP growth, while controlling inflation. Consumer demand is also likely to pick-up in the second half of this fiscal, due to a good monsoon and better agricultural output. The Government has laid emphasis on the construction of roads and highways. The tilt towards infrastructure development is expected to give a boost to consumer demand, especially for cement and other products, which your Company produces.

Thereafter, he gave details about performance of the Company for the financial year 2016-17. He stated that Net Revenue from operations of the Company decreased by about 1%, mainly on account of selling prices, which remained under pressure. In the case of Cement, volumes fell by about 4% whereas in the case of Pulp & Paper, volumes increased by 7%. In the Textile segment also, volumes fell marginally, due to lower demand. EBITDA increased as compared to previous year by 34% to Rs.977 crore as against Rs.728 crore in the year 2015-16, mainly on account of cost control measures and initiatives taken for reduction in costs at all levels, across the Company. Finance cost has also gone down because of easy liquidity as well as the lower interest rate regime pursued by the Reserve Bank of India. Keeping shareholders interest in mind and given the optimism about future performance, the dividend has been maintained at 55% i.e. Rs.5.50 per share of Rs.10/- as given in the previous year.

The Chairman then mentioned about the important developments affecting different lines of businesses of the Company, as also the current scenario, on which Company's future largely depends.

As regards Birla Century – Textile Unit in Gujarat he mentioned that Textiles India 2017, a mega Trade Fair held recently at Gandhinagar, Gujarat, for all the categories of Textiles is the first step to make India a global textile and apparel manufacturing hub. The Government has drawn up the road map to focus on the domestic technical textile market, which will give a push to exports, and the Indian Textile Industry in general. Birla Century, during the year 2016-17, managed to post a growth of around 5% in turnover vis-a-vis the last financial year, in spite of lower demand prevailing in the industry. Due to lower demand, there was pressure on prices, but with the help of continuous new product development and increasing value added products, we expect improved results in the coming years.



As regards the Rayon Tyre Yarn and Viscose Filament Yarn business, he mentioned that the demand for Super Fine Deniers in Pot Spun Yarn (PSY) as well as Continuous Spun Yarn (CSY) remained robust on better off-take from the end use segments. CSY continued to find preference in certain applications, on distinct properties of shrinkage and workability, and therefore the inventory of CSY reached its lowest level. Stocks of PSY, however, have increased on account of customers' reluctance to purchase in advance of the GST notification. Imports from China however remained static due to better demand in its domestic market as well as the increased focus on meeting rising demand from the Pakistan market. Demand for Rayon Tyre Yarn continues to be stable, both in Europe as well as Japan, resulting in 100% capacity utilization.

Referring to cement business the Chairman mentioned that the cement sector plays a vital role in the economic growth of the country, being an essential item for the construction industry and for infrastructure projects. It appears that the coming years would be better for the Cement segment, mainly on account of the Government's commitment to provide 10 million houses to the homeless as also to give opportunities for affordable housing. Increasing development opportunities in rural India, thrust on metro rail projects, roads, highways, irrigation and housing for all, have the potential for creating a large demand for cement. The Company is implementing various measures to enhance its brand, known as Birla Gold, with price positioning and cost optimisation. Further, the expected normal monsoon is likely to result in a better demand scenario for Cement and therefore the outlook for cement appears to be positive.

With regard to paper business he stated that performance of the Pulp & Paper business saw an improvement as compared to the previous year. This was possible, mainly due to focused market penetration strategy, which helped to achieve overall business growth. The key drivers for improvement in the operational efficiency are, reduced manufacturing cost - mainly raw materials and power, and volume growth. During the last one year, the Indian paper industry has introduced new capacities in the Domestic market, mainly by Orient Industries Ltd. into Tissue Paper, and by Tamilnadu News Print Ltd. (TNPL) in Packaging Board business.

As regards Birla Estates the Chairman mentioned that as you are aware, Birla Estates was set up as a real estate division of the Company with the aim of unlocking value from existing land parcels which the Company holds in Mumbai, Kalyan and near Pune. Birla Aurora, adjacent to Century Bhavan, Mumbai, has been leased out to the extent of about 90%. Birla Centurion on the erstwhile Century Mill's land has also been leased out to the extent of about 60% and efforts are on for the complete leasing out in the current year. We are awaiting the approval of appropriate authorities for finalization of the Development Plan 2034, for Maharashtra, including Mumbai. Subject to the finalization of this plan, we are in the process of finalizing the master plan for development of the existing land parcels at Worli and Kalyan and necessary steps will be taken to procure the required approvals. The Maharashtra Government has finally announced the Rules under RERA which is Real Estate Regulatory Authority Act. Such regulations will lay the foundation to take the realty sector towards greater heights. Implementation of RERA will bring about the much needed transparency and bring back buyers' confidence.

After the completion of his speech, the Chairman updated the members about electronic voting stating that as members are aware, the Company has provided the facility of remote e-voting for all eight resolutions proposed at this AGM under the provisions of the Companies Act, 2013 and Rules made thereunder. The remote electronic voting was completed on 8th August, 2017 at 5.00 P.M. As per the Rules notified in respect of electronic voting, the facility for electronic voting will also be made



available at this venue for all the eight resolutions after they are duly proposed and seconded. However, only those members attending the meeting, who have not already cast their vote through remote e-voting, will be eligible to exercise their voting rights at this meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM venue. There will not be any voting by show of hands.

As per the new Rules, based on the Scrutinizer's report, the combined results of electronic voting i.e. remote as well as at the venue, will be announced on or before 11th August, 2017. The results along with the report of Scrutinizer will also be placed on the website of the Company.

Thereafter, Shri Tehemtan Maneckjee Davar proposed the Resolution No.1 of the Agenda as an Ordinary Resolution viz :

“RESOLVED that the financial statements of the Company including Audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company thereon, now before the meeting, be and are hereby received, considered and adopted”.

The Resolution was seconded by Shri Gautam Kedar Tiwari.

Before proceeding to the next resolution the Chairman Shri Kumar Mangalam Birla invited members to offer their comments or seek clarifications on the Report and Accounts, if any. He requested the members to be brief in their observations and not to repeat the same issues over and over again.

In the discussions that followed, Sarvashri Gautam Kedar Tiwari, Yusuf Yunus Rangwala, Akshay Ajmera, R.V. Chari, Ronald Fernandes, Sharadkumar Jivraj Shah, Jitendra Sampatlal Sanghavi, Pramod Kumar Agnihotri, Rahul Kamrani, Narendra Vajechand Jhaveri, Nilesh Mahadeo Sheode and Tehemtan Maneckjee Davar participated. Most of the Shareholders who spoke, complimented and thanked the Board for maintaining the dividend at 55% i.e. five rupees and fifty paise per equity share of Rs.10/- each, as paid in the last few years. Few shareholders appreciated the timely delivery of annual reports and its presentation, being colourful, informative and transparent. Some shareholders complimented the management for good improvement in the financial performance of the Company and increase in market capitalization in respect of Company's equity shares while some complimented for various awards received by the Company. Some shareholders enquired about (a) effect of Goods and Services Tax (GST) on the products manufactured by the Company, (b) details about total developable land available with the Company, (c) per square feet lease rent being charged for two buildings constructed on worli land by the Company for leasing and total lease rental income, (d) tenure of fixed deposit for Rs.27.40 crore with Competition Appellate Tribunal (Compat) and whether it is earning any interest. (e) clarification regarding some land not registered in the name of the Company, (f) the reason for saving in power, fuel and water cost by about Rs.170 crore, whether it is also due to use of petcoke. One shareholder made adverse comments about the last preferential allotment of warrants made to the Promoters. He mentioned that the Company should give right shares at the same price at which preferential allotment was made to the Promoter / Promoter Group of the Company.



Shri Kumar Mangalam Birla while thanking the Shareholders for their keen interest in the affairs of the Company replied suitably to the aforesaid queries of the shareholders and provided the necessary information and details asked for. As regards request of one of the shareholders about issue of right shares he mentioned that the interest of shareholders is always considered by the Board and hence the request of the shareholder would be discussed amongst the Directors at the appropriate time.

The following resolutions were then proposed and seconded one after the other by shareholders as per names mentioned against each of the resolutions.

2. AS AN ORDINARY RESOLUTION

“RESOLVED that as recommended by the Directors, dividend of Rs.5.50 (Rupees five and paise fifty only) per share for the year ended 31st March, 2017 on 11,16,95,680 Equity Shares of Rs.10/- each in the capital of the Company be declared and paid for the year ended 31.03.2017 to the holders of the aforesaid Equity shares, whose names stand on the Register of Members of the Company as on Wednesday, the 9th August, 2017 and in respect of shares held in electronic form, the dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose and the aforesaid dividend and the dividend distribution tax inclusive of surcharge and education cess as applicable be borne and paid by the Company”.

Proposed by Shri Pramod Kumar Agnihotri
Seconded by Shri Tehemtan Maneckjee Davar

3. At this stage, Shri Kumar Mangalam Birla requested Shri Yazdi .P. Dandiwala to take the Chair for continuing the proceedings and thereafter the resolution as under was proposed and seconded.

AS AN ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 Smt. Rajashree Birla (DIN00022995), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Proposed by Shri Gautam Kedar Tiwari
Seconded by Shri Ronald Fernandes

After this Shri Kumar Mangalam Birla resumed the Chair for continuing the proceedings.

4. AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.324982E/E300003) holding office from the conclusion of the 119th Annual General Meeting until the conclusion of the 124th Annual General Meeting of the Company to be held in the calendar year 2021, as the Statutory Auditors of the Company, and approves the payment of a remuneration of Rs.130 lacs for the year 2017-18 plus service tax and cess as applicable or such other taxes as may be made applicable in lieu thereof, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions.



RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

Proposed by Shri Prakash Vishindas Vazirani
Seconded by Tehemtan Maneckjee Davar

5. AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Rules/Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company, for making one or more offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”), secured or unsecured, of the Company on a private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of this Annual General Meeting i.e. till 8th August, 2018, within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient to give effect to this Resolution.”

Proposed by Shri Gautam Kedar Tiwari
Seconded by Shri Ronald Fernandes

6. AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s R. Nanabhoy & Co., and M/s. M. R. Dudani & Co., being the cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2018, be paid the remuneration (apart from service tax including cess as applicable or such other taxes as may be made applicable in lieu thereof and reimbursement of actual travel and out-of-pocket expenses) as per details given below :



Name of the Industry	Name of the Manufacturing Units and their locations	Name of the Cost Auditors	Remuneration (Rs. in lacs)
Textiles	Birla Century, Gujarat Century Yarn & Century Denim, Madhya Pradesh	M/s. R. Nanabhoy and Co.	3.40
Cement	Century Cement, Chhattisgarh Maihar Cement Units I & II, Madhya Pradesh, Manikgarh Cement Units I & II, Maharashtra Sonar Bangla Cement, West Bengal	M/s. R. Nanabhoy and Co.	
Paper	Century Pulp and Paper, Uttarakhand	M/s. R. Nanabhoy and Co.	
Rayon and Chemicals	Century Rayon, Maharashtra	M/s. M.R. Dudani & Co.	2.08

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by Shri Tehemtan Maneckjee Davar
Seconded by Shri Gautam Kedar Tiwari

7. AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as applicable, and subject to all other approvals, as may be required, the consent of the members be and is hereby accorded to the payment of commission, to the Directors (including Independent Directors) of the Company who are neither in Whole-time employment of the Company nor Managing / Whole-time Director of the Company, at a rate not exceeding 1% (one percent) per annum of the net profits of the Company in each year, calculated in accordance with relevant provisions of the Act and the Rules made thereunder, without any monetary limit, but subject to such ceiling if any, per annum, as the Board or its Committee may from time to time fix in that behalf for each year and the same to be divided amongst them in such manner as the Board or its Committee may, from time to time, determine.

RESOLVED FURTHER THAT the payment of commission as aforesaid will be in addition to sitting fees for attending the meetings of the Board and/or Committees thereof and reimbursement of expenses in accordance with the relevant provisions of the Articles of Association of the Company and the statutory regulations for the time being in force.

FURTHER RESOLVED THAT this Resolution shall be effective for payment of commission as aforesaid during the period of five years from 1st April, 2017 to 31st March, 2022.



RESOLVED FURTHER THAT in accordance with the approval of the members already obtained at the 116th Annual General Meeting of the Company held on 24th July, 2013, the payment as and by way of commission to the Directors, including Independent Directors but except to the Whole-time Director of the Company, of an amount of Rupees one crore, (which is within the overall limit of one percent of the net profits of the Company for the financial year ended 31st March, 2017), be and is hereby approved.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Proposed by Shri R.V. Chari
Seconded by Shri Pramod Kumar Agnihotri

8. AS AN ORDINARY RESOLUTION

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) and other applicable laws, consent of the members of Company be and is hereby given to reclassify the following persons from “Promoter Category” to “Public Category” since the persons are neither involved in the management nor hold any controlling stake in the Company and also none of below mentioned persons has entered into any Shareholders’ Agreement with the Company nor have they got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of the Company:

Name of Persons	No. of Equity Shares held	% of total Equity Share Capital
Shri Ramavatar Makharia *	1,110	0.0010
Shri Ravi Makharia *	3,620	0.0032
Smt. Laxmi Devi Makharia	3,440	0.0031
Total	8,170	0.0073

*Holding equity shares in different demat accounts due to their different joint holdings.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

Proposed by Shri Ronald Fernandes
Seconded by Shri Shankar Bansal



Thereafter, all those shareholders who were present at the meeting but had not cast their votes by availing the remote e-voting facility and who had been given a onetime password while entering the venue were requested to go to the attendance counter and cast their vote. The Chairman authorized Shri D.K. Agrawal, Whole-time Director of the Company to declare the results of e-voting.

Shri Gautam Kedar Tiwari then proposed a Vote of Thanks to the Chair which was supported by all the members present.

Thereafter, few shareholders availed of the facility of electronic voting provided by the Company.

The official business having been completed the meeting terminated at about 3.35 P.M.

Results of Remote e-voting and electronic voting at the AGM venue

All the resolutions as set out in item nos. 1 to 8 in the notice of the Annual General Meeting of the Company and as described hereinabove were passed with the requisite majority. The Scrutinizer's Report dated 9th August, 2017 based on which the results of Remote e-voting and electronic voting at AGM venue was intimated to the stock exchanges and also uploaded on the website of the Company is annexed.

sd/-

CHAIRMAN OF THE MEETING

Encl -: Scrutinizer's Report dated 9th August, 2017

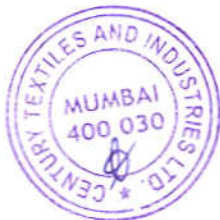
SCRUTINIZER'S REPORT

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 20th June, 2017 of the 120th Annual General Meeting of the shareholders of the company held on Wednesday, the 9th August, 2017.



2. As required under Section 101 and 108 of the Act, Notice dated 20th June, 2017 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the 120th Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 2nd August, 2017 were entitled to vote on the proposed resolutions on item no. 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 5th August, 2017 at 9.00 a.m. and ended on 8th August, 2017 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 9th August, 2017 was conducted at the venue of the AGM Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400025.
5. The votes were unblocked on 9th August, 2017 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.

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 the financial statements of the company including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors 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	232	74573596	100.00	2	46	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	261	74746540	100.00	2	46	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 31st March, 2017.

	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	245	77965797	100.00	2	15	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	274	78138741	100.00	2	15	0.00	-	-



Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Smt. Rajashree Birla (holding DIN 00022995) who retires from office by rotation, being eligible, offers herself 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	210	76029879	98.19	34	1398563	1.81	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	239	76202823	98.20	34	1398563	1.80	-	-

Resolution No. 4: Ordinary Resolution: To ratify appointment of S R B C & CO LLP, Chartered Accountants holding office from the conclusion of 119th Annual General Meeting until the conclusion of the 124th 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	238	77964761	100.00	5	930	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	267	78137705	100.00	5	930	0.00	-	-

Resolution No. 5 : 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	226	77770513	99.77	18	177932	0.23	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	255	77943457	99.77	18	177932	0.23	-	-

Resolution No. 6 : 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 31st 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	238	77964901	100.00	6	856	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	267	78137845	100.00	6	856	0.00	-	-



Resolution No. 7 : Special Resolution: To approve the payment of remuneration by way of commission to Non-Whole-time 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
R e-vote	227	77427098	100.00	17	1344	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	256	77600042	100.00	17	1344	0.00	-	-

Resolution No. 8: Ordinary Resolution: To approve re-classification of the promoters of the company whereby some specific persons who are neither involved in the management nor hold any controlling stake in the company be reclassified from 'Promoter Category' to 'Public Category'.

	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	240	77965680	100.00	6	112	0.00	-	-
V e-vote	29	172944	100.00	-	-	-	-	-
Total	269	78138624	100.00	6	112	0.00	-	-

7. The results of the aforesaid e-voting for the Resolutions No.1 to 8 as set out in Notice dated 20.06.2017 may accordingly be declared by the Chairman of the meeting.

Thanking you.

Place: Mumbai

Dated: August 09, 2017

Sd/-

Shri D.K. Agrawal wholetime Director,
authorized by the Chairman of the meeting

Sd/-

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

