

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	-	-

Carry

**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