

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/466 /2015

20.08.2015

210820150047

1. BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
- ✓ 2. National Stock Exchange of India Ltd
"Exchange Plaza" 5th Floor
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Dear Sir,

Re: Minutes of the AGM.

As required under clause 31 of the listing agreement we are enclosing herewith a copy of Minutes of 118th Annual General Meeting of our Company held on Tuesday, the 28th July, 2015 receipt of which please acknowledge.

Thanking you,

Yours faithfully,
For Century Textiles and Industries Ltd.,

Deepti
Secretary

Encl: as above

Sh2206



B K BIRLA GROUP OF COMPANIES

CENTURY TEXTILES AND INDUSTRIES LIMITED

The 118th Annual General Meeting of CENTURY TEXTILES AND INDUSTRIES LIMITED was held at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, the 28th July, 2015 at 2.30 p.m.

PRESENT

DIRECTORS:

Shri B.K. Birla
Smt. Rajashree Birla
Shri Kumar Mangalam Birla
Shri Pradip Kumar Daga
Shri Yazdi P. Dandiwala
Shri Rajan A. Dalal
Shri Sohanlal K. Jain
Shri B.L. Jain - (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	Senior President, Century Rayon, Tyrecord and Chemicals Divisions
Shri D.K. Agrawal	President (Corporate Affairs) & Secretary of the Company
Shri R. Lalwani	President (Commercial), Century Rayon, Tyrecord and Chemicals Divisions
Shri R.S. Doshi	Senior Executive President (Commercial), Maihar Cement Unit I Division
Shri J.P. Narain	Chief Operating Officer Century Pulp and Paper Division

Shri Anish P. Amin, Partner, Dalal & Shah, the Auditors of the Company, Shri Gagan B. Gagrani, Secretarial Auditor were present at the meeting.

138 shareholders including 23 through proxy were present in the meeting.



The Chairman of the Board Shri B.K. Birla suggested to the directors that in his place Shri Kumar Mangalam Birla may be asked to Chair the meeting. All the directors agreed to this suggestion. Accordingly, Shri Y.P. Dandiwalla on behalf of the Chairman, requested Shri Kumar Mangalam Birla, a Director of the Company, to take the Chair, which was seconded by Shri B.L. Jain and accordingly Shri Kumar Mangalam Birla took the Chair.

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

Shri Kumar Mangalam Birla stated that Smt. Saraladevi Birla, a Director of the Company expired on 28th March, 2015. She besides being my grandmother, was an educationist and philanthropist. Her advice and guidance have always been beneficial to the Company during her tenure as a Director of the Company. Thereafter, he requested all the members to stand up and observe one minute silence as a mark of respect in the memory of the deceased which was accordingly done.

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

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.

Shri Kumar Mangalam Birla announced that 25 proxies representing 4,85,66,586 Equity Shares covering 47.84% 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.

Shri Kumar Mangalam Birla 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 our country and in the world. He stated that the Financial Year 2014-15 saw gradual improvement in the growth outlook. A number of factors are in support of this view which includes political stability, improved policy environment, increasing pace of reforms, and a firm commitment towards fiscal consolidation. Further, the fall in international crude oil prices has had a positive effect on growth by way of easing of inflationary pressures, reducing imports and lowering the current account deficit. However, the macroeconomic environment remained weak during 2014-15, primarily due to subdued agricultural output and industrial growth.



Proactive supply side management by the Government of India and continuous deflationary policy measures taken by the RBI helped in containing inflation at 5.17% in March 2015 vis-à-vis a target of 6% by January 2016. Further, the Union Budget focused on investment driven growth, by increasing public expenditure on infrastructure, especially roads, railways, and smart cities, which will take some more time to show visible results. During the year, the markets remained concerned about the possible US Fed rate hike, following the signs of strengthening of the US economy. But as the year progressed, there were signs of weakness and the rate hike was deferred. With the increased signs of China's economy slowdown, the Indian economy began to be considered among the better performing economies amidst a dismal global growth outlook. The series of policy measures undertaken by the Central Government, ongoing moderation of inflation and the prospects of a softer interest rate regime would provide the necessary impetus for reviving industrial production and domestic consumption. Prospects of recovery and growth, therefore, offer reasons to be optimistic about sustainable growth.

Thereafter, he gave details about performance of the Company for the financial year 2014-15. He mentioned that the net sales of the Company have gone up by about 12% to Rs.7301 crore. Though the earnings before interest, tax, depreciation and amortisation were Rs.700 crore, Gross Profit after interest was Rs.216 crore and the Net Profit was Rs.15 crore. Increase in the interest cost from Rs.363 crore to Rs.485 crore was mainly on account of interest on new projects charged to Revenue which have been commissioned in the year 2014-15. The dividend has been maintained at 55% i.e. Rs.5.50 per share of Rs.10/- each as given in the last year. Net Sales during April/June quarter of 2015-16 have increased by about 7% as compared to the corresponding period of last year. The results of the April-June, 2015 quarter are in line with the present market trend and it is expected that the results for the full year should improve.

Shri Kumar Mangalam Birla then mentioned about the important developments affecting different lines of businesses of the Company as also the current scenario on which our Company's future largely depends.

As regards Birla Century – Textile Unit - he mentioned that Birla Century is known for quality products made with latest technology and with innovative trendy designs. We are focused on the niche market and always striving to make differentiated and value added products. With the best of the machines and men, we expect a better performance in the current year in spite of lots of challenges of uncertainty in the economy as also expected tough market scenario.

As regards property development at Worli, Mumbai he mentioned that construction of one office building (Birla Aurora) adjacent to the Century Bhavan has been completed and the Occupation Certificate has been received. Birla Aurora has been partially leased out and in view of the adverse leasing market, it is expected to be leased fully in some more time. Construction of another two commercial buildings on the Century Mill land at Worli is nearing completion and the Occupation Certificate for each



of them is yet to be obtained. Negotiations with potential tenants for leasing of buildings at the Century Mill land are in progress.

As regards the Rayon Tyre Yarn and Viscose Filament Yarn business, he mentioned that a Declining trend in the consumption of VFY, both in Pot Spun Yarn (PSY) and Continuous Spun Yarn (CSY) witnessed from late 2013 continues. Despite reduction in imports, inventory levels across domestic producers have been witnessing a steady increase and has reached its highest in recent times. This has also had its impact on the prices, resulting in a drop in margins. Consumption in Pakistan and Bangladesh have witnessed a huge rise, which presently, is being met by Chinese manufacturers, but provides an opportunity to Indian producers, due to logistical proximity. Demand for Rayon Tyre Yarn continues to be stable both in Europe as well as in Japan, resulting in 100% capacity utilization. Future demand is also expected to be satisfactory.

With regard to cement business he stated that the cement industry is currently in a turnaround phase, trying to achieve global standards in production, safety, and energy-efficiency. India has a tremendous potential for development in the infrastructure and construction sector and hence the cement sector is expected to largely benefit from it. Some of the recent major government initiatives including development of 100 smart cities, are expected to provide the required boost to the cement sector. Expecting infrastructure growth and other developments in the country, aided by suitable government foreign policies, several foreign players such as Lafarge, Holcim and Vicat have invested in the cement industry in India in the recent past. A significant factor which aids the growth of this sector is the abundant availability of the raw materials for making cement, such as limestone and coal in the country. During the first two months of this financial year 2015-16, the Cement Industry has witnessed a marginal growth of 0.09 %. Cement prices remained under severe pressure during May & June, 2015 on account of poor off take. The cement market in India is expected to grow at a Compound Annual Growth Rate (CAGR) of 8.96% during the period 2014-2019 although the current quarter has not been encouraging.

Referring to the paper business, Shri Kumar Mangalam Birla mentioned that the year 2014-15 saw the Indian paper industry facing a challenging time, driven by rising production costs, coupled with a stagnant market and declining prices. Our performance in Century Pulp & Paper (CPP) however saw an improvement as compared to the previous year. Although the market in the year under review remained dull, the long term outlook seems positive. CPP is well positioned as the market rebounds, considering its wide span of end products and its ability to use a variety of raw materials as inputs. Since the beginning of the current financial year (2015-16), we have initiated fresh strategies for the tissue and packaging board business lines, targeting a cross section of different business segments and market requirements. These should benefit both our top and bottom lines. In addition, we are in the process of improving our service and delivery models.



After the completion of his speech, Shri Kumar Mangalam Birla updated the members about electronic voting stating that as members are aware, the Company has provided the facility of remote e-voting for all nine resolutions proposed at this AGM under the provisions of the Companies Act, 2013 and Rules made thereunder. The remote electronic voting was completed on 27th July, 2015 at 5.00 P.M. As per the new Rules notified in respect of electronic voting, the facility for electronic voting will also be made available at this venue for all the nine 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 30th July, 2015. The results along with the report of Scrutinizer will also be placed on the website of the Company.

Thereafter, Shri Gautam Kedar Tiwari proposed the Resolution No.1 of the Agenda as an Ordinary Resolution viz :

“RESOLVED that the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss 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 Bharat Negandhi.

Before proceeding to the next resolution 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 Rajeev Ramesh Rupani, Beruz Feramroz Pouredehi, Devendra Bhandari, Gautam Kedar Tiwari, Yusuf Yunus Rangwala, Anish Karasandas Kapadia, Michael Philip Martins, Zahur Ismail Maniar, Vispi Savakshaw Khambatta, Pramod Kumar Agnihotri and Shobhana S. Mehta participated. Most of the Shareholders who spoke, complimented and thanked the Board for maintaining the dividend in spite of the challenging situation at 55% i.e. five rupees and fifty paise per equity share of Rs.10/- each, as paid in the last five years. Few shareholders appreciated the timely delivery of annual reports and its presentation, being colourful and informative. Some shareholders enquired about (a) reasons for decline in Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) and increase in finance cost, (b) likely trend for finance cost in future years, (c) areas of the buildings already constructed / under construction on Worli land and likely income to be generated



from leasing of these buildings during 2015-16, (d) details about claim in respect of royalty for Rs.383 crore and interest on mandi fees for Rs.11 crore as mentioned under the heading contingent liabilities, (e) reasons for import of raw materials, spare parts etc. and capital goods amounting to about Rs.563 crore, (f) names of countries to which goods of the Company are being exported, (g) in which year the last issue of bonus shares to the shareholders was made by the Company, (h) likely borrowing of the Company in the coming years. Few shareholders suggested that the Company should consider issuing bonus shares to the shareholders, splitting of face value of equity shares. One shareholder appreciated the confidence of the promoters in the Company reflected by subscribing to preferential allotment of warrants convertible into equity shares.

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 information and details asked for. As regards request of few shareholders about issue of bonus shares by the Company, stock split etc. he mentioned that the interest of shareholders is always considered by the Board and hence the request of the shareholders 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, 2015 on 10,15,15,680 Equity Shares of Rs.10/- each in the capital of the Company be declared and paid for the year ended 31.03.2015 to the holders of the aforesaid Equity shares, whose names stand on the Register of Members of the Company as on Tuesday, the 28th July, 2015 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 dividend distribution tax inclusive of surcharge and education cess as applicable be borne and paid by the Company”.

Proposed by Shri Devendra Bhandari
Seconded by Shri Pramod Kumar Agnihotri

3. AS AN ORDINARY RESOLUTION

“RESOLVED that Shri B.K. Birla who retires from office in accordance with Article 129 of the Articles of Association of the Company be and is hereby re-elected a Director of the Company”.

Proposed by Shri Michael Philip Martins
Seconded by Shri Vispi Savakshaw Khambatta



4. At this stage Shri Kumar Mangalam Birla, in connection with the next resolution, informed the members that the Auditors' fee was proposed to be raised by about 10% as compared to the previous year. Thus the revised fee would be Rs.157.00 lacs plus service tax and other taxes on Audit fees as may be applicable, plus actual travelling and other out of pocket expenses incidental to their functions.

AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Messrs Dalal & Shah, Chartered Accountants, Firm Registration Number 102021W, the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company at a remuneration of Rs.157.00 lacs (Rupees One Hundred Fifty Seven Lacs Only) for the said period plus service tax, education cess and other taxes on audit fees as may be applicable and actual travelling and other out of pocket expenses incurred incidental to their functions".

Proposed by Shri Bharat Negandhi
Seconded by Shri Pramod Kumar Agnihotri

5 AS AN ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, including Section 160, Smt. Rajashree Birla be and is hereby elected and appointed a Director of the Company liable to retire by rotation".

Proposed by Smt. Shobhana S. Mehta
Seconded by Shri Michael Philip Martins

6. AS AN ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all other approvals, as may be required, the appointment of Shri Sohanlal K. Jain as an Independent Director of the Company for holding office for a term of five consecutive years from 31st October, 2014 till 30th October, 2019 be and is hereby approved".

Proposed by Shri Gautam Kedar Tiwari
Seconded by Shri Pramod Kumar Agnihotri



7. AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provision of section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association placed before the members at this meeting and initialed by the Company Secretary for the sake of identification, and the new Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

Proposed by Shri Bharat Negandhi
Seconded by Shri Devendra Bhandari

8. 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 (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”) 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 said Debentures 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 27th July, 2016, 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 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 Smt. Shobhana S. Mehta
Seconded by Shri Gautam Kedar Tiwari



9. 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, 2016, be paid the remuneration (apart from service tax including cess as applicable 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.	2.95
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

Proposed by Shri O.P. Narsaria
Seconded by Shri Gautam Kedar Tiwari

Thereafter, Shri Kumar Managalam Birla mentioned that all those shareholders who are present at the meeting but have not cast their votes by availing the remote e-voting facility can vote by way of electronic voting for which shareholders have already been given a one time password while entering the venue. He requested all such shareholders to go to the attendance counter and cast their vote and further mentioned that after the voting is done at the venue, the combined results of the electronic voting i.e. remote as well as at the venue, will be announced on or before 30th July, 2015 and the results will also be put on the website of the Company and in this connection he authorised Shri B.L. Jain, Whole-time Director of the Company to declare the results of e-voting.

Thereafter, Shri Kumar Mangalam Birla as a matter of grace allowed one shareholder Shri Jitendra S. Sanghavi to speak. Shri Sanghavi made adverse comment about the last preferential allotment of warrants to the Promoters and raised his concern about the low market capitalisation of the Company's shares, non-profitability of the



Company's Pulp & Paper Division and high debts on the Company. Thereupon Shri Kumar Mangalam Birla suitably addressed the concerns of the shareholder.

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 4.00 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 9 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 28th July, 2015 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 28th July, 2015

SCRUTINIZER'S REPORT

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, 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 05.06.2015 of the 118th Annual General Meeting of the shareholders of the company held on Tuesday, the 28th July, 2015.

2. As required under Section 101 and 108 of the Act, Notice dated June 05, 2015 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the 118th Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 21st July, 2015 were entitled to vote on the proposed resolutions on item no. 1 to 9 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 remote e-voting period commenced on July 24, 2015 at 09.00 a.m. and ended on July 27, 2015 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.
4. The e-voting at the venue of the Annual General Meeting held on 28th July, 2015 was conducted at the venue of the AGM Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai - 400018
5. The votes were unblocked on July 28, 2015 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 Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss 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	145	5,96,54,848	100.00	2	101	0.00	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	173	6,06,59,341	100.00	2	101	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, 2015.

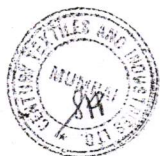
	In Favour of the Resolution			Against the Resolution			Invalid Votes	
	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares / e- votes	% of Shares/ e-votes received	No. of Share holders	No. of Shares/ e- votes
R e-vote	144	5,88,66,026	100.00	1	1	0.00	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	172	5,98,70,519	100.00	1	1	0.00	-	-

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	103	5,65,91,935	94.45	49	33,25,814	5.55	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	131	5,75,96,428	94.54	49	33,25,814	5.46	-	-

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
R e-vote	127	5,79,34,443	99.45	8	3,19,901	0.55	-	-
V e-vote	26	4,493	0.45	2	10,00,000	99.55	-	-
Total	153	5,79,38,936	97.77	10	13,19,901	2.23	-	-



Resolution No. 5: Ordinary Resolution: To appoint **Smt. Rajashree Birla**, (DIN 00022995) (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
R e-vote	150	5,99,17,648	100.00	2	101	0.00	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	178	6,09,22,141	100.00	2	101	0.00	-	-

Resolution No. 6: Ordinary Resolution: To appoint **Shri Sohanlal K Jain** - (DIN 02843676) who was appointed as an Independent Director by the Board of Directors of the Company to hold office for a term of five consecutive years from 31st October, 2014 till 30th October, 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	151	5,99,17,748	100.00	1	1	0.00	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	179	6,09,22,241	100.00	1	1	0.00	-	-

Resolution No. 7: Special Resolution : To adopt new Articles of Association of the company in place of existing Articles of Association 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	145	5,95,03,131	99.35	6	3,92,221	0.65	-	-
V e-vote	27	10,04,488	100.00	1	5	0.00	-	-
Total	172	6,05,07,619	99.36	7	3,92,226	0.64	-	-



Resolution No. 8 : 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	135	5,84,00,939	99.25	9	4,42,691	0.75	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	163	5,94,05,432	99.26	9	4,42,691	0.74	-	-

Resolution No. 9: 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, 2016,

	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	150	5,99,17,648	100.00	2	101	0.00	-	-
V e-vote	28	10,04,493	100.00	-	-	-	-	-
Total	178	6,09,22,141	100.00	2	101	0.00	-	-

7. The results of the aforesaid e-voting for the Resolutions No.1 to 9 as set out in Notice dated 05.06.2015 may accordingly be declared by the Chairman.

Thanking you.

Place: Mumbai
Dated: July 28, 2015

Sd/-
Shri B.L. Jain, Whole time Director,
Authorized by the Chairman of the meeting

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

