

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023****[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**Century Textiles and Industries Limited,**  
Century Bhavan,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400030

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Century Textiles and Industries Limited CIN: L17120MH1897PLC000163** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, **we hereby report that** in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The following laws applicable specifically to the Company:
  1. The Real Estates (Regulations and Development) Act, 2016.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Regulations.

**SECRETARIAL AUDIT REPORT (Contd.)**

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in case of meetings called at a short notice for urgency of business and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period –

- (i) The Company has issued and allotted 40000 Unsecured, Redeemable, Listed, Non-Convertible Debentures of ₹ 1,00,000 each amounting to ₹ 400 crores and Redeemed 4000 Secured, Non-convertible Debentures of ₹ 10, 00,000 each amounting to ₹ 400 crores.
- (ii) The Company has approved 'CTIL Employee Stock Option Scheme, 2023', Grant of Employee Stock Options to or for the benefit of such person(s) working exclusively with the Company and its Group Company(ies) (as defined in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021) including Subsidiary Company(ies) and Associate Company(ies) of the Company, as may be determined under the Scheme, Establishment of 'CTIL Employee Welfare Trust' for the purpose of implementation of the Scheme.

For Gagrani & Gagan  
Company Secretaries  
PR No.1199/2021

Gagan B. Gagrani  
M.No. : FCS 1772

Place : Mumbai CP No. : 1388  
Date : April 24, 2023 UDIN : F001772E000146147

**Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**Annexure-A**

To,  
The Members,  
**Century Textiles and Industries Limited,**  
Century Bhavan,  
Dr. Annie Besant Road, Worli,  
Mumbai – 400030

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Gagrani & Gagan  
Company Secretaries  
PR No.1199/2021

Gagan B. Gagrani  
M.No. : FCS 1772

Place : Mumbai CP No. : 1388  
Date : April 24, 2023 F001772E000146147

## ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company: To actively contribute to the social and economic development of the communities and build a better sustainable way of life for the weaker sections of society, through our meaningful engagement in the areas of Education, Health Care, Sustainable Livelihood & Women Empowerment, Infrastructure Development and Sanitation. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. The Company's CSR policy can be accessed on the Company's website: [www.centurytextind.com](http://www.centurytextind.com)

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt. Rajashree Birla	Chairperson, Non-Independent, Non-Executive Director	4	3
2	Mr. Yazdi P. Dandiwala	Member, Independent, Non-Executive Director	4	4
3	Mr. Rajan A. Dalal	Member, Independent, Non-Executive Director	4	3
4	Mr. R. K. Dalmia	Member, Non-Independent, Whole-time Director up to 11 <sup>th</sup> August, 2022 and thereafter, Managing Director w.e.f. 12 <sup>th</sup> August, 2022	4	3
5	Mr. J. C. Laddha*	Member, Non-Independent, Managing Director up to 11 <sup>th</sup> August, 2022 and thereafter Non-Executive & Non-Independent Director up to 28 <sup>th</sup> September, 2022	1	1

\* Mr. J. C. Laddha ceased to be a member of the Committee w.e.f. 29<sup>th</sup> September, 2022.

- 3.
- | Sl. No. | Particulars  | Web-link(s)  |
|---------|--|--|
| i.      | Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company. | <p><b>CSR Committee</b><br/> <a href="https://www.centurytextind.com/assets/pdf/others/committees-of-the-board-and-name-of-its-members-08112019.pdf">https://www.centurytextind.com/assets/pdf/others/committees-of-the-board-and-name-of-its-members-08112019.pdf</a></p> <p><b>CSR Policy</b><br/> <a href="https://www.centurytextind.com/assets/pdf/others/csr-policy-2020.pdf">https://www.centurytextind.com/assets/pdf/others/csr-policy-2020.pdf</a></p> <p><b>CSR Projects</b><br/> <a href="https://www.centurytextind.com/assets/pdf/others/csr-projects-approved-by-the-board-for-the-fy-2022-23.pdf">https://www.centurytextind.com/assets/pdf/others/csr-projects-approved-by-the-board-for-the-fy-2022-23.pdf</a></p> |
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: N.A.
5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 222.03 Crores  
 (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹4.45 Crores  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
 (d) Amount required to be set-off for the financial year, if any: NIL  
 (e) Total CSR obligation for the financial year (b+c-d): ₹ 4.45 Crores



## ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Sl. No.	Financial Year	Amount Spent (₹ in Crores)
1	2022-23	4.26
2	Ongoing Projects of 2021-22 spent in 2022-23	0.73
<b>Total</b>		<b>4.99</b>

- (b) Amount spent in Administrative Overheads: ₹ 0.19 Crores  
(c) Amount spent on Impact Assessment, if applicable. N.A.  
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 5.18 Crores  
(e) CSR amount spent or unspent for the Financial Year 2022-23:

Total Amount Spent for the Financial Year (₹ in crores)	Amount Unspent (₹ in Crores)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
4.45	-	-	-	-	-

- f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (₹ in Crores)
(1)	(2)	(3)
i)	Two percent of average net profit of the company as per sub-section (5) of section 135	4.45
ii)	Total amount spent for the Financial Year	4.45
iii)	Excess amount spent for the Financial Year [(ii)-(i)]	NIL
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in lacs)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (₹ in lacs)	Amount spent in the Financial Year (₹ in lacs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (₹ in lacs)	Deficiency, if any
					Amount (₹ in lacs)	Date of Transfer		
1	2021-22	73.07	NIL	73.07	NIL	-	NIL	NIL
2	2020-21	*509.27	NIL	NIL	NIL	-	NIL	NIL
3	2019-20	₹	NIL	NIL	NIL	-	NIL	NIL

\*The Company has spent in FY 2021-22 ₹ 1.18 lac in addition to ₹ 509.27 lacs transferred to unspent CSR Account.

§The Company has spent ₹ 5.22 crores in FY 2020-21 even though the amount was not required to be transferred to a separate bank account under the relevant prevalent law.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes  No

If Yes, enter the number of Capital assets created/ acquired: 7

## ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR Amount spent (₹ in lacs)	Details of entity/ Authority/beneficiary of the registered owner	Registered address	
					CSR Registration Number, if applicable	Name	
1	Television for Smart Class (1 no.) Sardarnagar Primary School, Post: Valia, Tal: Valia, Dist: Bharuch, Gujarat-393135	393135	24 <sup>th</sup> November, 2022	2.23	N.A.	Sardarnagar Primary School	Sardarnagar Primary School, Post: Valia, Tal: Valia, Dist: Bharuch, Gujarat- 393135
2	Television for Smart Class (1 no.) Boridra Primary School Post: Boridra, Tal: Jhagadia, Dist: Bharuch, Gujarat-393135	393135	24 <sup>th</sup> November, 2022	2.23	N.A.	Boridra Primary School	Boridra Primary School Post: Boridra, Tal: Jhagadia, Dist: Bharuch, Gujarat- 393135
3	Construction of Community Hall at Nana Sanja Gram Panchayat, Post: Nana Sanja, Tal: Jhagadia, Dist: Bharuch, Gujarat-393110	393110	01 <sup>st</sup> March, 2023	30.09	NA	Nana Sanja Gram Panchayat	Nana Sanja Gram Panchayat, Post: Nana Sanja, Tal: Jhagadia, Dist: Bharuch, Gujarat- 393110
4	Construction of CSSD Floor at SEWA Rural Hospital, Jhagadia, Dist: Bharuch, Gujarat-393110	393110	22 <sup>nd</sup> March, 2023	60.00	CSR00002749	Society for Education Welfare and Action- Rural (SEWA Rural)	SEWA Rural Hospital, Jhagadia, Dist: Bharuch, Gujarat- 393110
5	Desktop (05 nos.) Govt. Girls School, Lalkua, Dist: Nainital, Uttarakhand- 262402	262402	24 <sup>th</sup> December, 2022	2.12	NA	Uttarakhand Education Department	Govt. Girls School, Lalkua, Dist: Nainital, Uttarakhand- 262402
6	Handpumps (Safe Drinking water- Sanitation) (37 nos.) Village- Lalkua & Bindukhatta Dist: Nainital, Uttarakhand- 262402 Village- Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148	262402     263148	25 <sup>th</sup> March, 2023	30.77	NA	Community residing in villages viz; Lalkua, Bindukhatta & Shantipuri	Village- Lalkua & Bindukhatta Dist: Nainital, Uttarakhand- 262402 Village- Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148



## ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

(1)	(2)	(3)	(4)	(5)	(6)		
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR Amount spent (₹ In lacs)	Details of entity/ Authority/beneficiary of the registered owner	Registered address	
7	Construction of Toilets (40 nos.) Village- Lalkua & Bindukhatta Dist: Nainital, Uttarakhand- 262402 Village- Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148	262402     263148	25 <sup>th</sup> March, 2023	15.90	NA	Construction of toilets for community residing in villages viz; Lalkua, Bindukhatta & Shantipuri	Village- Lalkua & Bindukhatta Dist: Nainital, Uttarakhand- 262402 Village- Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per sub-section (5) of section 135: Not Applicable

**R.K. DALMIA**  
Managing Director  
(DIN: 00040951)

**RAJASHREE BIRLA**  
Chairperson – CSR Committee  
(DIN: 00022995)

Place: Mumbai  
Date: 24<sup>th</sup> April, 2023

## REMUNERATION POLICY

### Salient Features of Nomination and Remuneration Policy: POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE TIME DIRECTOR, NON-EXECUTIVE/INDEPENDENT DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

#### GENERAL:

- (a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, Non- Executive/Independent Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- (b) The remuneration and commission to be paid to the Managing Director and Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Companies Act, 2013 and the Rules made thereunder.
- (c) Increments to the existing remuneration / compensation structure linked to performance, should be clear and meet appropriate performance benchmarks and may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director and Whole-time Director.
- (d) The Committee does not propose to fix the actual amounts of remuneration that may be payable to each individual key managerial personnel or senior management personnel. However, the management, whilst fixing the remuneration of any such key personnel must consider the following:
  1. The Industry practice for the same level of employment/office.
  2. Past performance/seniority of the concerned appointee.
  3. The nature of duties and responsibilities cast upon such person by reason of his holding that office.
  4. The remuneration should be such that it provides adequate incentive to the person to give his best to the Company and feel essence of high satisfaction with his employment.
  5. The perquisites to be given to Managing Director, Whole-time Director/s, KMP & Senior Management Personnel will be as per industry practice and as may be recommended by the Committee to the Board.

#### REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL:

The Managing Director, Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals.

#### REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTOR:

##### (a) Remuneration / Commission:

The Committee noted that in the past the Company has paid remuneration to Non-Executive Directors by way of commission and if the Company's net profits computed for the purpose under the applicable provisions of the Companies Act, 2013 so permits in future, that practice should be restored. Commission may be paid within the monetary limit fixed and approved by the Board subject to the overall limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

##### (b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees thereof as may be recommended by the Committee and approved by the Board provided that the amount of such fees shall not exceed amount prescribed in this behalf by the Central Government from time to time. So far as the Sitting Fees are concerned, presently, for meetings of the various Committees, the same are at par for all the Committees. It should be suitably modified in due course keeping in mind the time and work involved for each of the Committees and the industry practice.



## ANNEXURE-IV

**DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS PRESCRIBED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014****A. CONSERVATION OF ENERGY:****(i) the steps taken or impact on conservation of energy:**Textile Division:

- Revamping of existing Turbine to Back Pressure Turbine.
- Replacement of HOT Insulation with PERLITE insulation.
- Adoption of Premium Efficiency IE5 Motor for Condensate Recovery pump in power plant.
- Reduction in Pumping energy with Pressure Optimizing in Hydro Pneumatic System & Replacement of MS piping with PPRC Material.

Pulp and Paper Division:

- Installation of Shoe Press.
- Conventional lights replaced with energy efficient LED lights.
- Power saving of 400KW by Screening System optimization at Bagasse Pulp Plant.
- Optimization of Multilayer board layers for power saving of 400KW.
- Power saving of 45KW by replacing Old Adson Gas Compressor with Methane Gas Compressor.
- Various energy saving initiative related to Traps, valves & insulation etc.
- Warm Water pump interlocked with Heat Exchanger to reduce pump running to 10Hrs to save energy.

**(ii) The Steps taken by the unit for utilizing alternative sources of energy:**Textile Division:

- 3MW Renewable (Wind) Power is purchased from Kutch Wind Farm Pvt. Ltd. (KWDPL)
- 1.6MW Renewable (Wind) Power purchased from Power Trading Corporation (PTC).

Pulp and Paper Division:

- Continued usage of Black Liquor & Pith (Biomass product) for steam generation.
- Continued usage of CMG at Tissue plant in place of LPG.
- Continued utilization of solar Energy.
- Continued utilization of Bark in Boiler 7 & 8 as a blending fuel for saving fossil fuels.

- During Pine Needle (Perul) season continued burning Pine needle (Perul) as blending fuel for saving fossil fuels.

**(iii) Capital investment on energy conservation equipment: ₹ 42.70 Crores**Textile Division:

- Replacement of HOT Insulation with PERLITE insulation.
- Revamping of Back Pressure Turbine.

Pulp and Paper Division:

- Installation of Shoe Press at Paper Machine (PM) 4.

**B) TECHNOLOGY ABSORPTION:****(i) the efforts made towards technology absorption:**Textile Division:

- Development of Pollution and Odour absorbing innovative finish in collaboration with IIT Delhi.
- Adoption of Japanese Technology with high efficiency for development of yardage samples.
- Developed Mobile App for Quick list of customers selected samples.
- Installation of UASBR Digester for Gas Generation through Effluent Water generation from Process House.
- Replacing Mechanical control valve with Robotic Control valve in all Steam Pressure Reducing Valve (PRV) in plant.

Pulp and Paper Division:

- Upgradation of DCS at De-inking Plant and Paper Machine (PM) 3.
- The bleaching chemical is controlled through DCS, based on production at Fiber line.
- Rewinder Slitter upgradation at Paper Machine (PM) 3 & 4.
- Upgradation of 16MW Turbine communication from Modbus to ethernet.
- Refurbishment of lime mud filter control operator panel.
- Upgradation of rotary consistency transmitter to optical type at Fiber line.
- Upgradation of COL system at Paper Machine (PM) 3.



## DISCLOSURE OF PARTICULARS WITH RESPECT... (Contd.)

- Installation of CD moisture control system at Paper Machine (PM) 3.
- Installation of Edge trim Suction box unit, Edge Trim Stabilization box, and Suction Couch roll Shell & double doctoring at Paper Machine (PM) 3 & 4.
- Installation of Auto Radial reel packing machine as against manual HDPE packing in WPP.
- Installation of New Automatic core cutting machine with straight circular knife instead of Saw cutter at Tissue Machine, WPP and Paper Machine (PM) 4.
- Yankee coating shower spread angle increase from 80 degree to 110 degree for uniform and triple coverage.
- Installation of High-pressure oscillation needle shower inside the wire at Tissue machine.

**(ii) the benefits derived as a result of above efforts:**Textile Division:

- Development of value-added product in the market.
- Helped to develop SMS (Sales Man Samples) with minimum lead time.
- Helped to reduce manual error during sample selection at customer place.
- Energy Savings of 200 Unit per day achieved through pumping power reduction.
- Potential of Replacement of 84 SCM Natural Gas in Canteen and 688 Units Energy Generation through Waste to power Energy, Increase in RO Membrane life.
- Reduction in Steam consumption & resolution in Water dropping issue in PAD Steam.

- Energy Generation of 30000 Units per day with same coal consumption through turbine.

Pulp and Paper Division:

- Reduction in Power consumption.
- Quality Improvement.
- Reduction in Steam consumption.
- Increase in Renewable share.

**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

NIL

**(iv) The expenditure incurred on Research and Development**

(₹ in Crores)

(a)	Capital expenditure	3.12
(b)	Recurring expenditure	4.35
(c)	Total	7.47
(d)	Total R&D expenditure as a percentage of total turnover	0.16%

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Foreign Exchange earned in terms of actual inflows during the year and Foreign Exchange outgo during the year in terms of actual outflows.

(₹ in Crores)

Foreign Exchange earned (inflow)	281.83
Foreign Exchange used (outflow)	1095.50

On behalf of the Board,

R. K. DALMIA      Y. P. DANDIWALA  
 Managing Director      Director  
 DIN: 00040951      DIN: 01055000

Dated: 24<sup>th</sup> April, 2023



## Annexure-V

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:

Sr. No.	Name of Director / KMP	Designation	Remuneration of Director/KMP for financial year 2022-23 (₹ in lacs)	% increase in Remuneration in the financial year 2022-23	Ratio of remuneration of each Director/to median remuneration of employees
1.	Mr. Kumar Mangalam Birla	Chairman	33.72	-1.20	8.41
2.	Smt. Rajashree Birla	Non-Executive Non-Independent Director	34.52	-0.89	8.61
3.	Mr. Yazdi P. Dandiwala	Non-Executive Independent Director	38.02	5.52	9.48
4.	Mr. Rajan A. Dalal	Non-Executive Independent Director	37.62	5.88	9.38
5.	Mr. Sohanlal K. Jain	Non-Executive Independent Director	36.77	4.37	9.17
6.	Ms. Preeti Vyas	Non-Executive Independent Director	35.37	3.03	8.82
7.	Mr. R. K. Dalmia <sup>1</sup>	Whole-time Director till 11 <sup>th</sup> August, 2022 and Managing Director w.e.f. 12 <sup>th</sup> August, 2022.	531.58	6.77	132.56
8.	Mr. J. C. Laddha <sup>2</sup>	Managing Director till 11 <sup>th</sup> August, 2022 and Non-Executive & Non-Independent Director from 12 <sup>th</sup> August, 2022 till 28 <sup>th</sup> September, 2022.	171.14	NA <sup>3</sup>	42.68
9.	Mr. Snehal Shah	Chief Financial Officer	172.66	25.80	NA
10.	Mr. Atul K. Kedia	Company Secretary	90.10	10.47	NA

1. Mr. R. K. Dalmia (DIN: 00040951) was the Whole-time Director of the Company prior to his appointment as the Managing Director of the Company w.e.f. 12<sup>th</sup> August, 2022 by the Board of Directors at its meeting held on 25<sup>th</sup> July, 2022 and approved by the shareholders on 20<sup>th</sup> October, 2022 through Postal Ballot via remote e-voting.
2. Mr. J. C. Laddha (DIN: 03266469) was appointed as the Managing Director of the Company for the period of 3 years i.e. 12<sup>th</sup> August, 2019 to 11<sup>th</sup> August, 2022. On completion of his tenure, Mr. Laddha ceased as Managing Director of the Company and continued on the Board as a Non-Executive & Non-Independent Director of the Company till 28<sup>th</sup> September, 2022 as he resigned from the Board w.e.f. 29<sup>th</sup> September, 2022.
3. Not comparable since his remuneration for financial year 2022-23 as Managing Director was only up to 11<sup>th</sup> August, 2022 and as Non-Executive & Non-Independent Director was from 12<sup>th</sup> August, 2022 to 28<sup>th</sup> September, 2022 against full year's remuneration for financial year 2021-22.

DETAILS PERTAINING TO REMUNERATION... (Contd.)

- (ii) The median remuneration of employees of the Company during the financial year 2022-23 was ₹ 4.01 Lacs.
- (iii) In the financial year, there was an increase of 5.80% in the median remuneration of employees.
- (iv) There were 4,080 permanent employees on the roll of the Company as on 31<sup>st</sup> March, 2023.
- (v) Average percentage increase made in the salaries of employees other than Managerial Personnel in the last financial year i.e. 2022-23 was 8.50%.

Whereas the average increase in the Managerial remuneration for the financial year 2022-23 was not comparable with 2021-22 as Mr. R. K. Dalmia was the Whole-time Director of the Company

till 11<sup>th</sup> August, 2022 prior to his appointment as the Managing Director of the Company w.e.f. 12<sup>th</sup> August, 2022 and Mr. J. C. Laddha ceased as Managing Director of the Company w.e.f. 12<sup>th</sup> August, 2022 during the financial year 2022-23.

- (vi) There are no variable component of remuneration availed by the director except Mr. J. C. Laddha, Managing Director upto 11<sup>th</sup> August, 2022, which is based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



# "FORM AOC-1"

## Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part A: Subsidiaries

(₹ in Crores)

Sr. No.	Name of the subsidiary	Birla Estates Private Limited	Birla Century Exports Private Limited	Birla Century International LLC (Subsidiary of Birla Century Exports Private limited)	Avarna Projects LLP (Subsidiary of Birla Estates Private Limited)	Birla Tisya LLP (Subsidiary of Birla Estates Private Limited)	Birla Arnaa LLP (Subsidiary of Birla Estates Private Limited)
1	The date since when subsidiary was acquired/ incorporated	26 <sup>th</sup> December 2017	13 <sup>th</sup> November 2018	19 <sup>th</sup> August 2019	19 <sup>th</sup> June 2019	21 <sup>st</sup> November 2019	24 <sup>th</sup> February 2022
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as reporting period of Century Textiles and Industries Limited					
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	USD Exchange Rate as at 31 <sup>st</sup> March 2023: ₹ 82.22	Indian Rupees	Indian Rupees	Indian Rupees
4	Share capital	200	0.50	0.10	0.05	0.05	0.25
5	Reserves and surplus	(143.27)	(21.13)	(1.96)	(29.30)	(9.01)	(0.18)
6	Total assets	1399.38	3.89	1.67	814.58	187.08	86.46
7	Total Liabilities	1342.65	3.60	3.51	843.78	195.99	86.15
8	Investments	0.35	0.10	-	-	-	-
9	Turnover	57.51	2.18	5.28	-	-	-
10	Profit / (Loss) before taxation	(45.70)	(0.27)	(0.60)	(9.54)	(4.11)	(0.18)
11	Provision for taxation	11.64	-	-	-	-	-
12	Profit / (Loss) after taxation	(34.06)	(0.27)	(0.60)	(9.54)	(4.11)	(0.18)
13	Proposed Dividend	-	-	-	-	-	-
14	Extent of shareholding (in percentage)	100%	100%	100%	50%	40%	47%

#### Notes:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL
- Avarna Projects LLP, Birla Tisya LLP and Birla Arnaa LLP have been considered as the subsidiaries of Birla Estates Private Limited as per Ind AS.

## Part B: Associates and Joint Ventures

(₹ in Crores. except share)

Sr. No.	Name of Associates or Joint Ventures	Industry House Limited	Birla Advanced Knits Private Limited
1	<b>Latest audited Balance Sheet Date</b>	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2023
2	<b>Date on which the Associate or Joint Venture was associated or acquired</b>	27 <sup>th</sup> November 1952	14 <sup>th</sup> July, 2021
3	<b>Shares of Associate or Joint Ventures held by the company on the year end</b>		
	a. Number of shares	5,625 Equity Shares	2,50,00,000 Equity Shares
	b. Amount of Investment in Associates or Joint Venture	0.04	25.00
	c. Extent of Holding (in percentage)	35.28%	50.00%
4	<b>Description of how there is significant influence</b>	No significant influence as per Ind AS 28	Joint Venture
5	<b>Reason why the associate/joint venture is not consolidated</b>	As the Company (Century Textiles and Industries Limited) does not have significant influence over Industry House Limited, the Company has not considered it as an associate as per Ind AS 28 "Investment in Associates and Joint Ventures" and hence not consolidated	Consolidated
6	<b>Net worth attributable to shareholding as per latest audited Balance Sheet</b>	4.32	23.16
7	<b>Profit or Loss for the year attributable to shareholding as per latest audited Balance Sheet</b>	0.37	(1.84)
	i. Considered in Consolidation	No	Yes
	ii. Not Considered in Consolidation	0.37	-

**Notes:**

- Names of Associates and Joint Ventures which are yet to commence operations: NIL
- Names of Associates and Joint Ventures which have been liquidated or sold during the year: NIL

Mumbai : 24<sup>th</sup> April 2023  
Place: Mumbai

**Atul K.Kedia**  
Sr. Vice President (Legal) &  
Company Secretary

**Snehal Shah**  
Chief Financial Officer

**R.K.Dalmia**  
Managing Director  
DIN No: 00040951

**For and on behalf of Board of Directors of  
Century Textiles and Industries Limited**

*Directors*  
**Rajashree Birla**-DIN No: 00022995  
**Yazdi P. Dandiwala**-DIN No: 01055000  
**Rajan A. Dalal**-DIN No: 00546264  
**Sohanlal K. Jain**-DIN No: 02843676  
**Preeti Vyas**-DIN No: 02352395