

CENTURY TEXTILES AND INDUSTRIES LIMITED

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CIN: L17120MH1897PLC000163

Annual Report
& Accounts for
the year 2016-17
are being sent
separately by
Post/email as per
Companies Act,
2013

NOTICE OF MEETING

NOTICE is hereby given that the 120th Annual General Meeting of the Shareholders of the Company will be 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. to transact the following business :

ORDINARY BUSINESS:

1. 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.
2. To declare dividend on Equity Shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Smt. Rajashree Birla (holding DIN 00022995) who retires from office by rotation, but being eligible, offers herself for re-election.
4. To ratify the appointment of statutory auditors of the Company, holding office from the conclusion of the 119th Annual General Meeting until the conclusion of the 124th Annual General Meeting of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution 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 ₹ 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."

SPECIAL BUSINESS:

5. To approve, the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution 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.”

6. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2018 and in this regard, to consider and, if thought fit, to pass the following Resolution 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 (₹ 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.”

7. To approve the payment of remuneration by way of commission to Non-Whole-time Directors of the Company and in this regard to consider and if thought fit, to pass the following resolution 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.”

8. To consider and approve re-classification of the promoters of the Company and in this regard to consider and if thought fit, to pass, the following resolution 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”.

NOTES FOR MEMBERS’ ATTENTION

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

- (b) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item nos. 5 to 8 of the Notice set out above, is hereto annexed.
- (c) In terms of the relevant provisions of the Companies Act, 2013, the appointment of S R B C & Co. LLP, Chartered Accountants (ICAI Firm Registration No.324982E/E300003) as Statutory Auditors, is proposed to be ratified as mentioned in the Resolution relating to item no.4 of the Notice. The ratification is proposed as required under section 139(1) of the Companies Act, 2013. Such ratification will be obtained at each Annual General Meeting during their term of appointment.
- (d) The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Tuesday, the 1st August, 2017 to Wednesday, the 9th August, 2017, both days inclusive.

- (e) As per the provisions of the Companies Act, 2013, the facility for making / varying / cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation / cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
- (f) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the dividends for the Financial Year ended 31st March, 2010 and thereafter, which remain unpaid / unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2010 or any subsequent financial year(s) are requested to claim such amount from the Share Department of the Company / Share Transfer Agent. The due date for transfer of the unclaimed dividend amount for the financial year ended 31st March, 2010 to the Investor Education and Protection Fund of the Central Government is 26th August, 2017.
- (g) Pursuant to the Provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 28th July, 2016 (the date of the last Annual General Meeting) on the website of the Company www.centurytextind.com and also on the website of the Ministry of Corporate Affairs.
- (h) Further, pursuant to the Provisions of Sections 124 of the Companies Act, 2013 and of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has been transferred under Section 124(5) to the Investor Education and Protection Fund, the Company is required to transfer such equity shares of the members to the Demat Account of the Investor Education and Protection Fund Authority. The Company had sent a communication to all the Shareholders concerned and had also published a Notice in the leading Newspaper both in English and Vernacular language, with respect to the formalities and process of such transfer. The Company has also uploaded full details of such Shareholders, whose dividend remained unclaimed on its website www.centurytextind.com. The Company is in the process of transferring such shares to the Demat Account of the Investor Education and Protection Fund Authority.

The members / claimants whose shares, unclaimed dividend, etc. have been transferred to the Fund may claim the shares or apply for refund by making an application to the IEPF Authority in form IEPF-5 (available on iepf.gov.in) along with the requisite fees. The member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

- (i) Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd. (Formerly known as Intime Spectrum Registry Limited), Share Transfer Agent of the Company at their new address** at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 (Maharashtra) Telephone No. 022 – 4918 6000, Fax No. 022 – 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence – "Unit – Century Textiles and Industries Limited." **For Shareholders queries – Telephone No. 022 - 4918 6270 Email ID – rnt.helpdesk@linkintime.co.in**
- (j) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Pvt. Ltd. for their doing the needful.
- (k) Members are requested to notify change in address, if any, immediately to Link Intime India Pvt. Ltd. quoting their folio numbers.
- (l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all Securities market transactions. Thereafter, it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for transferee(s) to furnish a copy of PAN Card to the Share Department of the Company / Share Transfer Agent for registration of such transfer of shares. Hence, members holding shares in the electronic form are requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Share Department of the Company / Share Transfer Agent.

- (m) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹ 100/- each for exchange with the new Share Certificates for Equity Shares of ₹ 10/- each. They are once again requested to surrender the Share Certificates for Equity Shares of ₹ 100/- each at the **Registered Office of the Company** so as to enable the Company to do the needful.
- (n) Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) in respect of the Directors seeking re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (o) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form is attached to the Notice to the members for providing details, if not provided.
- (p) Electronic copies of the Annual Report are being sent to the members whose email IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical copy of the same. The members holding shares in physical mode, who have not registered their e-mail ID, are requested to do so by providing their e-mail ID in the attached consent letter. Members holding shares in dematerialized form and who have given email ID to their Depository Participant and would like to have physical copy of the Annual Report may do so by opting for the physical copy as per the attached letter. If there is any change in the e-mail ID already furnished to the Depository Participant, then, the member should inform the changed ID to the Depository Participant for updating the records.
- (q) Electronic copy of the Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) unless such member requests for a physical copy of the same.
- (r) Members may also note that the Notice of the 120th Annual General Meeting and the Annual Report 2016-17 will also be available on the Company's website www.centurytextind.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email id : investorrelations@centurytext.com.
- (s) The Company, pursuant to Regulation 39 read with Schedule IV to the SEBI Listing Regulations has already sent first reminder to the shareholders to claim unexchanged/undelivered share certificates lying with the Company failing which the unclaimed share certificates lying in physical form shall be transferred to Unclaimed Suspense Account and dematerialized and held in Unclaimed Suspense Account.

Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through electronic voting system or ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system or ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Saturday, the 5th August, 2017 (9:00 am) and ends on Tuesday, the 8th August, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 2nd August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

(i) Open email and open PDF file viz; "CTIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "CTIL remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – [Login](#)

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please take a note of the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select the Electronic Voting Event Number ("EVEN") of "Century Textiles and Industries Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gbgagrani@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Address Slip for the AGM Notice :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Wednesday, the 2nd August, 2017.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 2nd August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@linkintime.co.in
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "*Forgot User Details/Password?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting / Ballot paper.
- XIII. Mr. Gagan B Gagrani, Practicing Company Secretary (Membership No. FCS1772) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.centurytextind.com and on the website of NSDL immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited, and National Stock Exchange of India Ltd and displayed on the Notice Board of the Company at the Registered Office at Century Bhawan, Dr. Annie Besant Road, Worli, Mumbai 400 030.
- XVII. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

Mumbai,
Dated: 20th June, 2017

By Order of the Board,
ATUL K. KEDIA
Company Secretary

ANNEXURE TO THE NOTICE

I. Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 5

As per the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

NCDs issued on private placement basis, are a significant source of borrowings for the Company for inter alia the ongoing capital expenditure and/or refinancing/ repayment/prepayment of existing loans/ debentures and/or for general corporate purposes.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, to enable the Company to make one or more offers or invitations to subscribe to the NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of this meeting, till 8th August, 2018, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Resolution at item no. 5 of the accompanying Notice, except to the extent of the NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.

The Directors commend the Special Resolution at item no. 5 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On the recommendation of the Audit Committee at its meeting held on 12th May, 2017, the Board has considered and approved the appointment of Messrs. R. Nanabhoy & Co. (Lead Cost Auditor) and M.R. Dudani & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution for this item of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

The Resolution at item no. 6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

Item No. 7

The members of the Company at the 116th Annual General Meeting of the Company held on 24th July, 2013 had authorized the payment of remuneration to Directors of the Company who are neither in whole-time employment of the Company nor Managing / Whole-time Director of the Company, by way of payment of commission at a rate not exceeding one percent of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956 for a period of five years i.e. from 1st April, 2013 to 31st March, 2018 under Section 309(7) of the Companies Act, 1956 subject to such limit as may be fixed by the Board within the aforesaid limit.

Under the Companies Act, 2013 ("the Act"), directors have been entrusted with new responsibilities. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

Under Section 197 of the Act in case of a company where there is a managing or whole time director or manager, payment of remuneration to directors (including Independent Directors) who are neither managing directors nor whole-time directors (that is Non-Whole-time Directors) cannot exceed 1% of the net profits of the Company except with the approval of the company in general meeting.

The Board of Directors of the Company have, subject to the approval of the members of the Company, proposed to remunerate the Non-Whole-time Directors as under:

The Non-Whole-time Directors including Independent Directors (i.e. Directors other than the Managing Director and the Whole-time Director(s)) may be paid remuneration not exceeding in the aggregate one percent of the net profits of the Company for each financial year as computed in the manner laid down in Section 198 of the Act.

The said remuneration to the Non-Whole-time Directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Under the relevant provisions of the Companies Act, 1956, commission up to 1% of the net profits of the Company subject to such limit as may be fixed by the Board or its Committee, for which approval of the shareholders was also obtained, could be paid to the directors excluding Whole-time Director of the Company, and, therefore, Directors would include Independent Directors also. However, in view of the provisions of Section 197 of the Companies Act, 2013 and by way of abundant caution, approval is sought again from the shareholders to pay commission not exceeding 1% of the net profits of the Company to all Directors including Independent Directors but excluding Whole-time Director, as per the limit fixed by the Board for the year ended 31st March, 2017.

The Board commends the Special Resolution set out at item no.7 of the Notice, for approval by the shareholders.

Non-Whole-time Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no.7 of the Notice.

Item No. 8

The Company had received a letter for the following persons falling under the category of Promoters/Promoter Group of the Company requesting reclassification from the category of "Promoters/Promoter Group" to "Public Category":

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 accounts due to their different joint holdings.

Shri Ramavatar Makharia was an Executive Director of Pilani Investment and Industries Corporation Limited (Pilani) which is one of the Promoters of the Company. Being the only Executive/Whole-time Director, he was dealing with the Company on behalf of Pilani and out of abundant caution, had declared himself and his family's shareholding in the Company as Promoter / Person Acting in Concert.

With effect from 23rd September, 2016, Shri Ramavatar Makharia has ceased to be the Executive/Whole-time Director of Pilani as well as Director of Pilani and he does not have any connection with Pilani whether as an adviser or consultant or employee or director or shareholder.

The aforesaid persons together hold very insignificant shareholding constituting 0.0073 % of the total paid up equity capital of the Company. The aforesaid persons do not exercise any control over and are not engaged in the management of the Company. The aforesaid persons neither have representation on the Board of Directors of the Company nor hold any Key Managerial Personnel position in the Company. The Company has also not entered into any Shareholders Agreement with them. Further, none of aforesaid persons has got any Veto Rights or Special Rights as to voting power or control of the Company. They do not even have any Special Information Rights.

In these circumstances the aforesaid persons have requested to the Company to reclassify them from being "Promoter Shareholder" to "Public Shareholder" of the Company.

Based on the letters received from the above persons, the matter was discussed by the Board of Directors of the Company at their meeting held on 12th May, 2017 and the Board decided to get the above persons re-classified from the category of "promoter" to "public" with the approval of the stock exchanges.

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "Listing Regulations") is the main Regulation which deals with reclassification of promoter shareholding to public shareholding.

A re-classification may be permitted by the stock exchanges under Regulation No.31A(2) itself, read with the additional conditions specified under the Regulation 31A(7) of Listing Regulation. The sum total of conditions under the two sub-regulations are as follows:

- (i) A request for reclassification is to be made by the concerned listed entity or by the concerned shareholders to the stock exchanges;
- (ii) All relevant evidence to be provided;
- (iii) Reclassified promoter shall not directly or indirectly exercise control over the affairs of entity;
- (iv) Increase in the level of public shareholding pursuant to re-classification of promoters shall not be considered towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and
- (v) The event of reclassification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the Listing Regulations.

All the conditions specified under Regulations 31A(2) and 31A(7) of Listing Regulations have been duly complied with by the Company.

However, the National Stock Exchange of India Limited (NSE) vide their e-mail dated 16th May, 2017 has asked the Company to furnish the approval of the Shareholders, though approval of Shareholders is required only if re-classification falls within the ambit of Regulations 31A(5) and 31A(6) of the Listing Regulations. The Company's case falls under Regulation 31A(2) of the Listing Regulations.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution as set out in item no.8 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board, therefore commends the Resolution at item no.8 of the Notice for the approval of the members as an Ordinary Resolution.

Mumbai,
Dated: 20th June, 2017

By Order of the Board,
ATUL K. KEDIA
Company Secretary

II. Details of Director seeking re-appointment at the ensuing Annual General Meeting fixed on 9th August, 2017 as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder :-

Name of Director	Smt. Rajashree Birla
Date of appointment	05.05.2015
Expertise in specific Functional areas	Industrialist having rich Business experience
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Grasim Industries Ltd. Aditya Birla Nuvo Ltd. Hindalco Industries Ltd. UltraTech Cement Ltd. Aditya Birla Health Services Limited Idea Cellular Ltd. Century Enka Limited
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	NIL
No of shares held in the Company	NIL
Relationship between Directors Interse *	Related to Shri B. K. Birla being his Son's wife and Shri Kumar Mangalam Birla being his mother.

@ Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

* Under the Companies Act, 2013.

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030.
Phone: +91-022-24957000 Fax: +91-22-24309491, +91-22-24361980
www.centurytextind.com Email: centextho@centurytext.com
CIN: L17120MH1897PLC000163

Date: June 20, 2017

Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support.

You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id.

With this one small action, you could leave a greener legacy for future generations.

We look forward to your support.

Thanking you,

Yours sincerely
For Century Textiles and Industries Limited

ATUL K. KEDIA
Company Secretary

Date: June 20, 2017

Dear Shareholder(s),

Sub: Change in mode of payments to NECS

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors.

Accordingly, Shareholders holding shares in PHYSICAL form may kindly arrange to forward the appended NECS form duly completed and signed to our REGISTRAR & SHARE TRANSFER AGENT, for necessary action. Shareholders holding shares in DEMAT/ELECTRONIC form may kindly arrange to update their Bank particulars with their respective DEPOSITORY PARTICIPANTS.

Thanking you,

Yours sincerely
For Century Textiles and Industries Limited

ATUL K. KEDIA
Company Secretary

To,

Date:

Link Intime India Pvt. Limited
Unit: Century Textiles and Industries Limited
C 101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400 083 (Maharashtra)

Sub: Service of Documents through Electronic Mode

Dear Sir,

As per your letter dated June 20, 2017, I/We submit to you as under:

Please use my Email id: _____ for serving the documents for Physical Folio No. _____.

Please send to me physical copy of the Annual Report, Notice etc. for my shares held in DP ID, Client ID _____

Thanking you,

Yours faithfully

Name of Sole / First Holder _____ Signature: _____

To,

Date:

Link Intime India Pvt. Limited
Unit: Century Textiles and Industries Limited
C 101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai 400 083 (Maharashtra)

Dear Sir,

Sub: Change in mode of payments to NECS

I/We, hereby consent to have the amount of dividend on my/our equity shares credited through National Electronic Clearing Service (NECS). Particulars are as under:

1. Folio Number : _____
2. Shareholders' name : _____
3. Address : _____

4. Particulars of the Bank :
 - (i) Name of the bank / Branch and address : _____

 - (ii) 9 Digit Code No. of the Bank and Branch _____ Tel. No. _____
(Please attach a photocopy/cancelled cheque issued by your bank)
 - (iii) Account No. _____
 - (iv) Account Type: S.B. / Current / Cash Credit _____
 - (v) Date from which mandate should be effective _____

I/We, hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold Company / Registrar and Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for the purpose of credit of dividend amount through NECS.

Signature of the Shareholder

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030

CIN: L17120MH1897PLC000163

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D.P. ID*	
Client ID*	

L.F. No.	
No. of Shares held	

I / We hereby record my / our presence at the 120th Annual General Meeting of the Company being held on Wednesday, the 9th August, 2017 at 2.30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue viz. Ravindra Natya Mandir, please see overleaf.

P.T.O.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17120MH1897PLC000163

Name of the Company : CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered office : Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name Address

E-mail Id Signature or failing him;

(2) Name Address

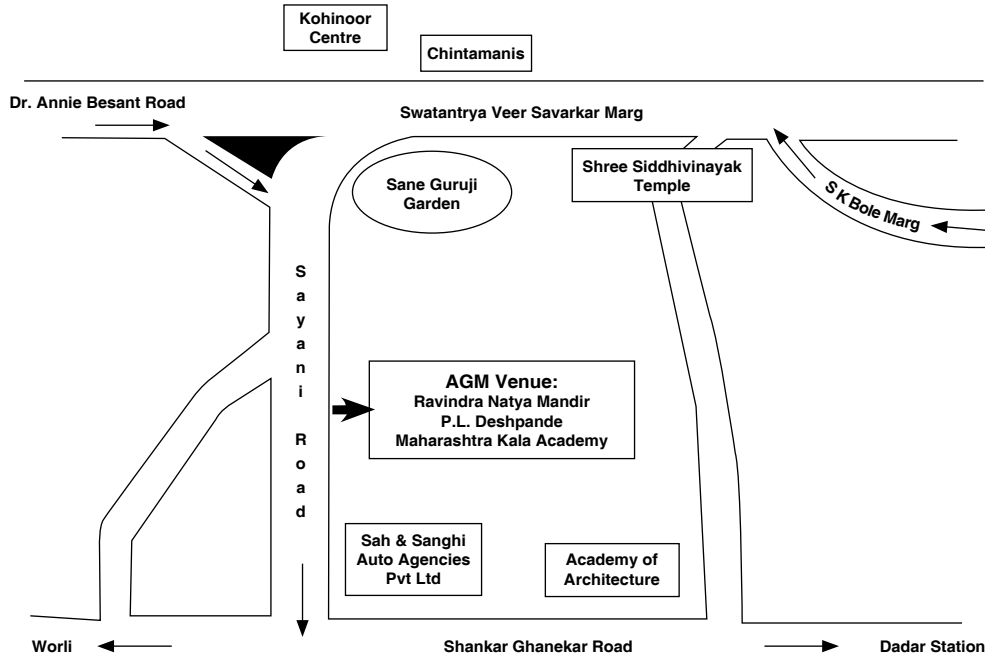
Email Id Signature or failing him;

(3) Name Address

Email Id Signature

P.T.O.

Route Map for the venue of the Annual General Meeting



as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 120th Annual General Meeting of the Company, to be held on Wednesday, the 9th August, 2017 at 2.30 P.M. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolu- tion No.	RESOLUTIONS	Optional*	
		For	Against
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Smt. Rajashree Birla, who retires by rotation.		
4.	Ratification of appointment of S R B C & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration.		
5.	Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.		
6.	Approval of the Remuneration of the Cost Auditors.		
7.	Special resolution for approval for payment of commission to Non-whole-time Directors.		
8.	Approval for change in category of some persons from 'promoter' to 'public'.		

Signed this day of 2017

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
15 Paise
Revenue
Stamp

Notes: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 120th Annual General Meeting.

* (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.