



SH/XII/2024

11th July, 2024

Corporate Relationship Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai-400 001
**Scrip Code: 500040/973812/974571/
974877/975457**

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: CENTURYTEX

Dear Sir/Madam,

Sub: Addendum to the Notice of 127th Annual General Meeting of Century Textiles and Industries Limited ('the Company')

Ref: Regulations 34(1) & 53(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

ISIN: INE055A01016, INE055A07104, INE055A08029, INE055A08037 & INE055A08045

Please refer to our letter SH/XII/2024 dated 28th June, 2024 relating to the Integrated Annual Report of the Company for the financial year 2023-24 and the Notice convening the 127th Annual General Meeting ('AGM') scheduled to be held on Tuesday, 23rd July, 2024 at 02:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM).

Subsequent to the issuance of the AGM Notice, the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member signifying intention to propose the candidature of Mr. K.T. Jithendran (DIN: 01181998) as a Director at the ensuing AGM of the Company. Accordingly, the proposal for appointment of Mr. K.T. Jithendran as a Non-Executive and Non-Independent Director of the Company shall be taken up for consideration by the shareholders of the Company at the ensuing AGM of the Company as a part of special business, in the form of an Ordinary Resolution as item no. 8 included vide Addendum to the Notice of the AGM.

Please find attached herewith an Addendum dated 11th July, 2024 to the Notice of the AGM, which shall be deemed to be an integral part of the original Notice dated 24th June, 2024 convening the AGM.

In compliance with the applicable circulars issued by MCA & SEBI from time to time, an Addendum to the Notice is being sent only through electronic mode to the shareholders whose email IDs are registered with the Company / Registrar and Share Transfer Agent and the Depositories.



Century Textiles and Industries Limited

Regd. Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030, India.

T: +91 22 2495 7000 | F: +91 22 2430 9491 / 2436 1980

E: ctil.ho@adityabirla.com | W: www.centurytextind.com

Corporate ID No.: L17120MH1897PLC000163



An Addendum to the Notice of the AGM is also available on the Company's website i.e. www.centurytextind.com.

The above is for your information and record.

Thanking you,

Yours truly,
For **CENTURY TEXTILES AND INDUSTRIES LIMITED**

ATUL K. KEDIA
Sr. Vice President (Legal) & Company Secretary
Encl: as attached



Cc:

National Securities Depository Limited (Depository) Trade World, 'A' wing, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai-400 013.	Central Depository Services (India) Limited (Depository) Marathon Futurex, A-wing, 25 th Floor, N.M. Joshi Marg, Lower Parel, Mumbai-400 013.	Link Intime India Private Limited (Registrar & Share Transfer Agent) C-101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083.	SBICAP Trustee Company Limited (Debenture Trustee) Mistry Bhavan, 4 th Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai-400 020.	Axis Trustee Services Limited (Debenture Trustee) The Ruby, 2 nd Floor, SW29, Senapati Bapat Marg I, Dadar West, Mumbai-400 028.
---	--	---	---	---



CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai - 400030.

Phone: +91-022-24957000 Fax: +91-22-24309491, +91-22-24361980

www.centurytextind.com Email: ctil.secretary@adityabirla.com

CIN: L17120MH1897PLC000163

ADDENDUM TO THE NOTICE OF 127TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 24th June, 2024 convening the 127th Annual General Meeting of the Company scheduled to be held on Tuesday, 23rd July, 2024 at 02:30 pm (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (OAVM):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 (“the Act”) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that the Company has received a Notice dated 8th July, 2024 from a member signifying intention to propose the candidature of Mr. K.T. Jithendran (holding DIN: 01181998) for the office of a Director of the Company.

Accordingly, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the item of special business w.r.t. appointment of Mr. K.T. Jithendran as a Non-Executive and Non-Independent Director of the Company will be taken up for consideration by the shareholders at the ensuing 127th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, the 23rd July, 2024 at 02:30 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

As the Notice from a member pursuant to Section 160 of the Act was received subsequent to issue of Notice of the 127th Annual General Meeting to the shareholders, an Addendum to the 127th AGM Notice is being circulated electronically to the shareholders to whom Notice of the 127th AGM has been sent, in terms of the provisions of the Act and Listing Regulations, including the circulars issued by the Ministry of Corporate Affairs and SEBI from time to time. This Addendum shall be deemed to be an integral part of the AGM Notice dated 24th June, 2024 and the notes provided therein.

The aforesaid proposal for appointment of Mr. K.T. Jithendran as a Non-Executive and Non-Independent Director would be included in the remote e-voting facility commencing on Thursday, the 18th July, 2024 at 09:00 A.M. (IST) and ending on Monday, the 22nd July, 2024 at 05:00 P.M. (IST) both days inclusive and in the e-voting during the AGM.

The proposal for appointment of Mr. K.T. Jithendran to the office of a Director will be taken up for consideration by the shareholders of the Company in the 127th AGM as a part of Special Business, as an Ordinary Resolution at item no. 8 as set forth below:

SPECIAL BUSINESS:

8. Appointment of Mr. K.T. Jithendran (holding DIN: 01181998) as a Non-Executive and Non-Independent Director on the Board 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 the provisions of Section 152 and other applicable provisions, if any, of the Companies Act 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including the rules, notifications, circulars, guidelines etc. issued thereunder), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the other applicable laws, rules, and regulations, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, and the Memorandum of Association and Articles of Association of the Company and subject to other statutory approvals as may be required, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. K.T. Jithendran (holding DIN: 01181998) who was appointed as an Additional Director on the Board w.e.f. 15th July, 2024 and who holds office till the conclusion of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing along with deposit of Rupees one lakh under Section 160 of the Act from a member signifying intention to propose candidature of Mr. K.T. Jithendran for the office of a Director, be and is hereby appointed as a Non-Executive and Non-Independent Director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. K.T. Jithendran being the Managing Director and Chief Executive Officer of Birla Estates Private Limited, a wholly owned subsidiary of the Company would not be holding any office or place of profit by being a mere Director on the Board of the Company and if approved by the Board he shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Dated: 11th July, 2024

Place: Mumbai

By Order of the Board,

ATUL K. KEDIA

Company Secretary

Membership No.: ACS 10100

Registered office:

Century Bhavan, Dr. Annie Besant Road,

Worli, Mumbai- 400 030.

CIN: L17120MH1897PLC000163

Tel. No.: +91-22-2495 7000

E-mail: ctil.secretary@adityabirla.com

Website: www.centurytextind.com

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 127th Annual General Meeting (AGM), which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto and forms part of the Notice.
2. In compliance with the applicable MCA Circular dated 25th September, 2023 along with other relevant Circulars issued from time to time and SEBI Circular dated 7th October, 2023, an Addendum to the Notice of 127th AGM is being sent only through electronic mode to those shareholders to whom the Notice dated 24th June, 2024 were sent on the email ids as available with the Company/Registrar and Share Transfer Agent/Depositories.
3. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the shareholders from the date of circulation of this Addendum to the Notice up to the date of 127th AGM. Shareholders who wish to seek inspection, may send their request to ctil.secretary@adityabirla.com.
4. This addendum to the Notice of 127th AGM will also be available on the Company's website at www.centurytextind.com and on the websites of the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
5. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 127th AGM shall *mutatis-mutandis* apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 127th AGM will act as Scrutinizers for the resolution proposed in this Addendum to the Notice of 127th AGM.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE LISTING REGULATIONS**Item No. 8:**

The Company's focus is now on Real Estate business and accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company through resolution passed by circulation on 11th July, 2024 has appointed Mr. K.T. Jithendran (holding DIN: 01181998) as an Additional Director on the Board of the Company in the category of Non-Executive and Non-Independent, with effect from 15th July, 2024 who holds office as an Additional Director till the date of ensuing 127th Annual General Meeting (AGM) of the Company scheduled to be held on 23rd July, 2024 in terms of Section 161 of the Companies Act, 2013 ("the Act").

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of a Director on the Board at the next general

meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing along with deposit of Rupees one lakh under Section 160 of the Act from a member signifying intention to propose the candidature of Mr. K.T. Jithendran for the office of a Director on the Board of the Company.

Accordingly, the Board of Directors of the Company through resolution passed by circulation on 11th July, 2024, has approved an addendum to the Notice of 127th AGM to be issued to the shareholders for the appointment of Mr. K.T. Jithendran (holding DIN: 01181998) as a Non-Executive and Non-Independent Director on the Board of the Company, liable to retire by rotation.

Brief profile of Mr. Jithendran:

Mr. Jithendran is associated with Real Estate business of the Company since 2016 when he was inducted as CEO of Birla Estates Division and subsequently after incorporation of Wholly Owned Subsidiary in the year 2017 viz. Birla Estates Pvt. Ltd. ("BEPL"), he was designated Managing Director and Chief Executive Officer of BEPL. With a career spanning 32 years, he has consistently demonstrated unwavering commitment to excellence and innovation. Under the stewardship of Mr. Jithendran, BEPL has established itself as a real estate developer of choice with a pan India footprint, well established in the top Indian markets of NCR, MMR, Bengaluru and Pune. Some of the highlights during his leadership of the real estate business are mentioned hereunder:-

- All projects have received great response starting with Birla Vanya, MMR with 450 units sold in 3 days and 'Silas' at Birla Niyaara in Worli recently becoming the fastest selling project in Mumbai in the luxury segment. Project Birla Trimaya Phase-I in Bengaluru sold out within 36 hours of its launch.
- Deliveries commenced for projects viz. Birla Alokya (Bengaluru), Birla Vanya Phase-I (Kalyan) and Birla Navya Phase-I (Gurugram) providing an exceptional customer experience.
- At present, BEPL has 6 ongoing projects and 8 upcoming projects pan India.
- Presently Real Estate business portfolio comprises of Gross Development Value (GDV) of Rs. 52,500 crores. In FY24, BEPL acquired two projects with a GDV of Rs. 16,300 crores and in Q1 FY25 it acquired projects with an approximate GDV of Rs. 8,000 crores.

He has played a pivotal role in driving the Company's vision of transforming the real estate sector. His leadership has been marked by a commitment to quality, customer satisfaction and sustainable development. Under his guidance, BEPL has launched several landmark projects that have set new benchmarks in the industry, reflecting his dedication to excellence and forward thinking mindset.

Before joining BEPL, Mr. Jithendran was an Executive Director of Godrej Properties Limited (GPL) and Director on the Board of Godrej Properties. He has established GPL as a premier real estate player in the country and has provided leadership & vision to sales, marketing and overall operations. Prior to GPL, he worked with Mecon India Limited as Metallurgical Engineering Consultant. He has completed his Advance Management Program (AMP) from Harvard Business School (HBS). He is a Civil Engineer from the Indian Institute of Technology (IIT) Kharagpur and completed his Post Graduate Diploma in Management from the Indian Institute of Management (IIM) Calcutta.

Considering the above, the appointment of Mr. Jithendran on the Board will be in the best interest of the Company. He is qualified to be appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director. The Company has also received declaration from him, confirming that he is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Jithendran would not be holding any office or place of profit by being a mere Director of the Company. If approved by the Board, he shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and the Listing Regulations.

Details of Mr. Jithendran pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Addendum to the Notice of Annual General Meeting.

In accordance with the provisions of Sections 152 and 160 of the Act and applicable provisions of the Listing Regulations, appointment of a Director requires approval of shareholders of the Company by way of an ordinary resolution. Accordingly, the approval of shareholders is sought for appointment of Mr. K.T. Jithendran as a Non-Executive and Non-Independent Director on the Board of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. K.T. Jithendran.

The Board commends the Ordinary Resolution set out at Item No. 8 to the Notice of 127th AGM vide this Addendum for approval by the shareholders.

Annexure

Details of Director seeking appointment at the ensuing 127th Annual General Meeting of the Company scheduled to be held on 23rd July, 2024, as required under Regulation 36(3) of Listing Regulations and clause 1.2.5 of Secretarial Standard - 2 on General Meetings are given hereunder:

Name of the Director	Mr. K.T. Jithendran
Director Identification Number (DIN)	01181998
Date of Birth/Age (Completed Years)	1 st April, 1967 / 57 years
Date of appointment on the Board	15 th July, 2024
Expertise in specific Functional areas / Brief resume	Rich experience in Realty Sector. Having experience in marketing, sales and human resources. (For detailed profile, please refer explanatory statement of this Addendum to 127 th AGM Notice)
Qualification(s)	Civil Engineer from Indian Institute of Technology. Post Graduate Diploma in Management from Indian Institute of Management (IIM) Calcutta.

Number of Board meetings held and attended during the FY2023-24	NA
List of other Directorships held excluding Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
List of Listed entity from which he has resigned as a Director in the past three years	Nil
Chairman/Member of the Committees of the Board of other companies in which he is a Director [@]	Nil
Shareholding in the Company including shareholding as a beneficial owner	500 equity shares
Relationship between Directors inter se and other Key Managerial Personnel of the Company*	NA
Terms and Conditions of appointment/re-appointment along with details of remuneration last drawn by such person	Terms and Conditions of appointment are as per Nomination and Remuneration Policy of the Company.

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

* Under the Companies Act, 2013.

Dated: 11th July, 2024

Place: Mumbai

By Order of the Board,
ATUL K. KEDIA
Company Secretary
Membership No.: ACS 10100

Registered office:

Century Bhavan, Dr. Annie Besant Road,
Worli, Mumbai- 400 030.

CIN: L17120MH1897PLC000163

Tel. No.: +91-22-2495 7000

E-mail: ctil.secretary@adityabirla.com

Website: www.centurytextind.com