

CENTURY TEXTILES AND INDUSTRIES LIMITED

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

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CIN: L17120MH1897PLC000163

NOTICE OF MEETING

NOTICE is hereby given that the 124th Annual General Meeting of the Shareholders of the Company will be held on Friday, the 16th July, 2021 at 2.30 p. m. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (holding DIN: 00012813) who retires from office by rotation, but being eligible, offers himself for re-election.
4. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), S R B C & CO. LLP, Chartered Accountants, Mumbai (Registration No.: 324982E/E300003) be and is hereby appointed as the Statutory Auditor of the Company, for a second term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 129th Annual General Meeting of the Company to be held in the calendar year 2026, at a remuneration of ₹ 1.11 Crores (Rupees one crore eleven lacs only) plus tax as applicable and reimbursement of actual travel and out of pocket expenses incurred in connection with the audit of the Company for the financial year 2021-22 and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf.”

SPECIAL BUSINESS:

5. To approve the remuneration paid to Mr. J. C. Laddha (DIN:03266469), Managing Director for the financial year ended 31st March, 2021 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 and 198 of the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other approvals required if any, the remuneration of ₹ 2.45 crores including perquisites and benefits paid or provided to Mr. J. C. Laddha (DIN: 03266469), Managing Director for the financial year 2020-21 (and contribution of gratuity as per scheme of the Company) in terms of the resolution passed by the shareholders in the 123rd Annual General Meeting of the Company held on 25th August, 2020 be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

6. To approve the remuneration paid to Mr. R. K. Dalmia (DIN:00040951), Whole-time Director for the financial year ended 31st March, 2021 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 and 198 of the Companies Act, 2013 (“the Act”) read with Schedule V and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to other approvals required if any, the remuneration of ₹ 4.60 crores including perquisites and benefits paid or provided to Mr. R. K. Dalmia (DIN: 00040951), Whole-time Director for the financial year 2020-21 (and contribution of gratuity as per scheme of the Company) in terms of the resolution passed by the shareholders in the 122nd Annual General Meeting of the Company held on 30th July, 2019 be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution.”

7. To approve the re-appointment and remuneration of Mr. R.K. Dalmia (DIN :00040951) as a Whole-time Director 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 Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. R.K. Dalmia (holding DIN: 00040951), as the Whole-time Director of the Company for the period and upon the following terms and conditions, including remuneration and perquisites, as approved by the Board of Directors, with liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted or to be constituted by the Board) from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Mr. R. K. Dalmia and as may be permissible at law:

A) Period:

From 15th September, 2021 to 31st March, 2023 with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B) Remuneration per month w.e.f. 15th September, 2021:

- 1) Basic Salary: ₹ 6,29,954/-
- 2) House Rent Allowance: ₹ 5,04,731/-
- 3) Special Allowance: ₹ 13,68,485/-
- 4) Variable Payment: ₹ 10,23,200/-

with such increment(s) in the basic salary, allowances and variable payment as the Board may decide from time to time subject to the ceiling of ₹ 50,00,000/- per month for salary, allowances and variable payment as aforesaid, during the tenure of his employment. However, for the purpose of calculation of benefits such as Provident Fund, Superannuation Fund, Gratuity and Leave encashment only basic salary will be taken into account;

- 5) Perquisites and other amenities payable/provided to the Whole-time Director are as under:
 - a) Company’s contribution towards provident fund per month (presently 12%) and Superannuation Fund (15%) as per the applicable Rules, including the Income Tax rules, 1962.
 - b) Following allowances/perquisites/facilities are given as per Company’s rules:
 - (i) Leave Travel Allowance / Expenses – equal to one month’s basic salary in a year;
 - (ii) Medical Allowance / Expenses – equal to one month’s basic salary in a year;
 - (iii) One month’s paid leave every year; unavailed leave to be dealt with as per the Rules;

- (iv) Personal Accident Insurance premium not exceeding ₹ 60,000/- per annum;
- (v) Gratuity as per applicable Rules;
- (vi) Company maintained two cars with maximum value of ₹ 60 Lacs for both the cars. Two Drivers with combined salary not to exceed ₹ 83,000/-per month;
- (vii) Telephone at Residence and Mobile Phone expenses;
- (viii) Housing Society, Electrical charges and Gas etc. - up to ₹ 8,40,000/- per year and payment to two servants not exceeding ₹ 77,000/- per month;
- (ix) One Corporate Club membership & expenses during his tenure of service;
- (x) Other Benefits & Perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in future and / or any other allowances, perquisites as the Board may, from time to time decide.

C) The aggregate of remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, during the tenure of Mr. R. K. Dalmia's re-appointment, if the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to him as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act and approvals as may be required under law.

D) So long as Mr. R.K. Dalmia functions as the Whole-time Director of the Company, his office shall not be subject to retirement by rotation.

E) Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. R.K. Dalmia would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of Subsidiaries of the Company.

The Board may on the recommendation of the Nomination and Remuneration Committee of the Board, give such increases as may be deemed appropriate, so that the payment to him in respect of the aforesaid items, excluding gratuity, accumulated P.F., Superannuation and encashment of accumulated leave or any other retirement benefit does not exceed the limits specified above, during the period of his re-appointment.

RESOLVED FURTHER that the Board of Directors and the Nomination and Remuneration Committee of the Board be and are hereby severally authorised to take such steps as may be necessary or expedient in their entire discretion for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

8. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2022 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 the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s R. Nanabhoy & Co., being the Cost Auditor appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2022, be paid the remuneration (apart from Goods and Services Tax 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	M/s. R. Nanabhoy and Co.	1.35
Paper	Century Pulp and Paper, Uttarakhand	M/s. R. Nanabhoy and Co.	

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.”

NOTES FOR MEMBERS' ATTENTION

(1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated 5th May, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)” and Circular no. 02/2021 dated 13th January, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid- 19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC/OAVM.

(2) Normally-PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since this AGM is being held pursuant to MCA Circulars and SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

(3) Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy (PDF / JPG format) of their Board or governing body Resolution/authentication etc. authorising its representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by e-mail through their registered e-mail address to gbgagrani@gmail.com with a copy marked to evoting@nsdl.co.in.

(4) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, (the Act) in respect of item Nos. 4 to 8 of the Notice set out above, is hereto annexed.

(5) The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Thursday, the 8th July, 2021 to Friday, the 16th July, 2021, both days inclusive.

(6) As per the provisions of Section 72 of the Act 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.

(7) Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the Financial Year ended 31st March, 2014 and thereafter, which remain unpaid or 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, 2014 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, 2014 to the Investor Education and Protection Fund of the Central Government is 22nd August, 2021.

(8) 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 25th August, 2020 (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.

- (9) Pursuant to the provisions of Section 124(6) of the Act, and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) as amended from time to time, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF. The Company has sent individual notice on 19th May, 2021 to all the concerned shareholders intimating them particulars of equity shares due for transfer. These details are also available on the Company’s website www.centurytextind.com. Advertisement in newspapers in this respect has also been released in English language and regional language i.e. Marathi on 21st May, 2021. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 22nd August, 2021. If unclaimed dividends are not claimed by the shareholders, shares covered by such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders will be able to claim these equity shares only from the IEPF authority as per the procedure prescribed under IEPF Rules, the details of which are available at www.iepf.gov.in.
- (10) 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 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**.
- (11) 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.
- (12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, 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.
- (13) 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.
- (14) Details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and other requisite information as per clause 1.2.5 of Secretarial Standard – 2 on General Meetings in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
- (15) 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 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 can be downloaded from the Company’s website i.e. www.centurytextind.com for providing details, if not already provided.
- (16) In compliance with the aforesaid MCA circulars and SEBI circulars notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the notice and the Annual Report 2020-21 will also be available on the Company’s website www.centurytextind.com, websites of the stock exchanges i.e. BSE / National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com.
- (17) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (18) The Company, pursuant to Regulation 39 read with Schedule VI to the SEBI Listing Regulations has already sent a 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.
- (19) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Tuesday, the 20th July, 2021 as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Wednesday, the 7th July, 2021.
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, the 7th July, 2021.
- (20) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01st April, 2019, except in case of request received for transmission or transposition and re-lodged transfer of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agent viz. Link Intime India Pvt. Ltd. (“LI IPL”) for assistance in this regard.
- (21) To support the ‘Green Initiative’, Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants (“DP”) in case the shares are held by them in electronic form and with LI IPL in case the shares are held by them in physical form.
- (22) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to LI IPL in case the shares are held by them in physical form.
- (23) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (24) Members seeking any information about the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Thursday, the 15th July, 2021 through e-mail on investorrelations@birlacentury.com. The same will be replied by the Company suitably.
- (25) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 01st April, 2020, and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / LI IPL (in case of shares held in physical mode) and DP (in case of shares held in electronic mode).

A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investorrelations@birlacentury.com by 11:59 PM IST on 5th July, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholders may submit the above documents (PDF/JPG Format) by e-mail to investorrelations@birlacentury.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 5th July, 2021.

- (26) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (27) The meeting shall be deemed to be held at the Registered Office of the Company at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

- 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 from time to time, 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) as well as venue voting on the date of AGM will be provided by NSDL.

- II. 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.
- III. The remote e-voting period commences on Monday, the 12th July, 2021 (9:00 AM IST) and ends on Thursday, the 15th July, 2021 (05:00 PM IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, the 9th July, 2021, 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. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

IV. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gbgagrani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@birlacentury.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@birlacentury.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at ctil.secretary@birlacentury.com from 8th July, 2021 (9.00 AM IST) to 12th July, 2021 (5.00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 6. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in/](mailto:evoting@nsdl.co.in) 1800-1020-990/ 1800-224-430 or contact Mr. Amit Vishal, Senior Manager – NSDL or Mr. Sagar Ghosalkar, Assistant Manager – NSDL.
 7. The facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
- V. **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).**
- VI. 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 Friday, the 9th July, 2021.
- VII. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, the 09th July, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.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 the 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.nsd.com or call on toll free no. 1800 1020 990 and 1800 224 430. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, the 09th July, 2021 may follow steps mentioned below under “Access to NSDL e-Voting system”
- VIII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

- IX. 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 VC/OAVM.
- X. Mr. Gagan B Gagrani, Practicing Company Secretary (Membership No. FCS 1772) or failing him Mr. Sanjay H. Sangani (Membership No. FCS 4090) Practising Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

OTHER INSTRUCTIONS:

- XI. 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” for all those members who attend/ participate in the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. 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 48 hours 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.
- XIII. The Results declared along with 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 Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

By Order of the Board,

Mumbai,
Dated: 7th June, 2021

ATUL K. KEDIA
Company Secretary
Membership No. ACS 10100

ANNEXURE TO THE NOTICE

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

Item No. 4:

S R B C & CO. LLP, Chartered Accountants, Mumbai (ICAI Registration No.: 324982E/E300003) (“SRBC”) were appointed as Statutory Auditors of the Company by the Members at the 119th Annual General Meeting (“AGM”) held on 28th July, 2016 to hold office from the conclusion of the AGM held in the year 2016 till the conclusion of the 124th AGM of the Company to be held in the calendar year 2021. Accordingly, their present term gets completed on conclusion of this AGM. They are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014.

S R B C & CO. LLP. has been statutory auditors of large listed companies to cross section of industries and carries a good professional track record. The Audit Committee having considered various parameters like capability to serve a large organisation; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re-appointment of S R B C & CO. LLP to the Board of Directors of the Company, which the Board has accepted and recommended for the approval of the Members. It is proposed that an amount of ₹ 1.11 Crores (Rupees one crore eleven lacs only) plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses be paid to S R B C & CO. LLP for audit of accounts of the Company for the financial year ended 31st March, 2022, and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors. The proposed fee is based on knowledge, expertise, industry experience, time & efforts required to be put in by S R B C & CO. LLP. The proposed fee is also in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the Board/Audit Committee in consultation with the Auditors. None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested financially or otherwise in the said resolution. The Board accordingly recommends the resolution set out at item no. 4 of this Notice for your approval.

Item Nos. 5 & 6

Mr. J. C. Laddha was appointed as Managing Director of the Company for a period of three years with effect from 12th August, 2019 till 11th August, 2022 by means of an Ordinary Resolution passed by the members at the 123rd Annual General Meeting (123rd AGM) of the Company held on 25th August, 2020 on the terms and conditions including payment of remuneration as mentioned therein.

Mr. R. K. Dalmia was appointed as a Whole-time Director of the Company for a period of three years with effect from 15th September, 2018 till 14th September, 2021 by means of an Ordinary Resolution passed by the members at the 122nd Annual General Meeting (122nd AGM) of the Company held on 30th July, 2019 on the terms and conditions including payment of remuneration as mentioned therein.

The payment of remuneration to Mr. J. C. Laddha and Mr. R. K. Dalmia for the financial year 2020-21 is within the limit stipulated in the said resolutions passed at 123rd and 122nd AGM respectively.

During the financial year 2020-21, due to pandemic COVID-19 and particularly pursuant to lockdown announced by the Government to contain spread of the pandemic, unprecedented disruption was caused to the businesses of the Company and as a result, the Company's profit before tax is ₹ 20.10 crores and net profit after tax is ₹ 31.50 crores. The profit calculated as per the relevant provisions of the Companies Act, 2013, being ₹ 32.41 crores is inadequate to cover the managerial remuneration for the FY 2020-21 as contemplated under Section 197 of the Companies Act, 2013. The Company has taken all possible measures and is vigorously continuing the efforts to improve the working.

Pursuant to provisions of Sections 196, 197 and 198 of the Companies Act, 2013, read with Schedule V, a Company having inadequate or no profits may pay remuneration to its managerial personnel subject to the following:

- (i) The payment of remuneration is approved by a Resolution passed by the Board and by the Nomination & Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A Special Resolution has been passed at General meeting of the Company.

The Nomination & Remuneration Committee and the Board have, at their respective meetings held on 06th May, 2021 subject to approval of the members of the Company, accorded their approval for the payment of remuneration to Mr. J. C. Laddha and Mr. R. K. Dalmia for the financial year 2020-21 which is within the limit stipulated in the aforesaid resolutions of 123rd AGM and 122nd AGM held on 25th August, 2020 and 30th July, 2019 respectively. Further, there is no default in repayment of any debts or interest payable thereon.

While approving the remuneration of both Mr. J. C. Laddha and Mr. R. K. Dalmia, the members had also inter alia approved the payment of remuneration as the "Minimum Remuneration" in the event of inadequacy or absence of profits in any financial year or years during the term of appointment subject to requisite approvals. Since the said remuneration of Mr. J. C. Laddha and Mr. R. K. Dalmia was earlier approved by Ordinary Resolutions, the approval of members is now being sought to regularize such minimum remuneration by passing Special Resolutions.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay the remuneration to the managerial personnel provided that, amongst others, a statement along with a Notice calling the General Meeting contains certain information. Accordingly, the information as required to be disclosed under para (iv) of the second proviso after paragraph B of Section II of part II of Schedule V of the Companies Act, 2013 is given in the Annexure II to the Notice in regard to both Mr. J. C. Laddha and Mr. R. K. Dalmia.

Except for Mr. J. C. Laddha and Mr. R. K. Dalmia as set out in their respective resolution at item nos. 5 & 6, none of the Directors/ key managerial personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise.

Brief profile of Mr. J. C. Laddha and Mr. R. K. Dalmia is enclosed.

The Board recommends the Special Resolutions as set out at Item Nos. 5 & 6 of the Notice for approval by the shareholders.

Item No. 7

Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act and the Rules made thereunder including the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and as recommended by the Nomination and Remuneration Committee of the Board, the Board of Directors

at its meeting held on 22nd January, 2021 re-appointed Mr. R. K. Dalmia (DIN 00040951) as the Whole-time Director of the Company with effect from 15th September, 2021 till 31st March, 2023, subject to approval of the shareholders in General Meeting.

Mr. R. K. Dalmia has been associated with the Company for more than thirty-five years and during such association, he has served in various positions in the Company. Mr. R. K. Dalmia will continue to be designated as Sr. President, Textile Division and will also discharge the functions of a Whole-time Director of the Company.

Considering his long association with the Company and vast experience in the textile industry and other fields and more particularly, finance and marketing, the Board recommends confirmation of the re-appointment of Mr. R.K. Dalmia as Whole-time Director of the Company for a period from 15th September, 2021 till 31st March, 2023 on the terms as to remuneration, allowances etc. as set out in the resolution being item No.7 of the accompanying Notice, subject to any other approval as may be required under law.

Considering Mr. R.K. Dalmia's experience, seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. R.K. Dalmia is not related to any other Director of the Company. A brief resume of Mr. R.K. Dalmia as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

The Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on 6th May, 2021 has approved the remuneration payable to Mr. R.K. Dalmia, Whole-time Director of the Company during the term of his re-appointment subject to approval by the shareholders of the Company.

The Board commends Ordinary Resolution set out at Item No.7 of the accompanying Notice for the approval by the Members.

Except Mr. R.K. Dalmia, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No.7 of the Notice.

Item No. 8

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, the Board at its meeting held on 6th May, 2021 has considered and approved the appointment of M/s. R. Nanabhoy & Co. (Cost Accountants), for the conduct of the Cost Audit of the Company's various manufacturing units at the 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.8 of the accompanying Notice.

The Resolution at item no. 8 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.

The Board of Directors commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board,

Mumbai,
Dated: 7th June, 2021

ATUL K. KEDIA
Company Secretary
Membership No. ACS 10100

II. THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

A. GENERAL INFORMATION

1.	Nature of Industry	Manufacturing of diversified products namely Textiles, Yarn, Pulp & Paper. Also into real estate leasing business.		
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1899.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.		
4.	Financial performance based on given indicators	(₹ in Crores)		
	Particulars	FY 2020-21	FY 2019-20	FY 2018-19
	Paid-up Capital	111.69	111.69	111.69
	Reserves & Surplus	3552.13	3465.32	3194.80
	Total Revenue from Operations (Net)	2610.55	3424.26	3943.56
	Other Income	79.64	43.37	109.67
	Total Revenue	2690.19	3467.63	4053.23
	Total Expenses	2641.59	3093.30	3274.45
	Profit before Taxation*	20.10	347.20	732.22
	Tax Expenses/(Income) including Deferred Tax*	(11.40)	(103.17)	250.12
	Managerial Remuneration	7.15	6.95	5.61
	*After considering loss of Discontinued operations			
5.	Foreign investments or collaborations if any	NIL		

B. INFORMATION ABOUT THE APPOINTEES

1. Mr. J. C. Laddha			
a.	Background details	Mr. J. C. Laddha, aged 62 years holds a bachelor's degree in Commerce. Further, he is also a fellow member of the Institute of Chartered Accountants of India. His Director Identification Number is 03266469. He has provided exceptional leadership to various roles including leading varied/diverse businesses. He has successfully lead the given responsibility in various industry sectors viz. Viscose Filament Yarn (VFY), Nylon Tyre cord, Heavy chemicals, Aluminium, Oil & Gas, Fertilizers and Insulators and Non-Ferrous Metal. He has over three decades of varied and rich experience of which over 30 years have been with the Aditya Birla Group - a Global conglomerate. Prior to joining Aditya Birla Group, he had worked with Hindustan Lever Limited, National Rayon Corporation Limited in various roles. In his last assignment, he was the CEO - Copper Business at Hindalco Industries Limited.	
b.	Past remuneration	(₹ in Crores)	
		FY 2020-21	FY 2019-20*
	Salary & allowances	2.38	1.09
	Contribution to Provident Fund	0.07	0.05
	Perquisites	-	-
	Total	2.45	1.14
	*for the period 12 th August, 2019 to 31 st March, 2020		

c.	Recognition or awards	<ul style="list-style-type: none"> Corporate Excellence Award- 2019 by International Conference on Non-Ferrous Metals & Minerals. <p>Member/ Director of the following till June, 2019:</p> <ul style="list-style-type: none"> Member of LME Copper Committee, London (London Metal Exchange); Member of CII National Committee on International Trade Policy and Export; Member of The Federation of Indian Chambers of Commerce and Industry (FICCI) – Minerals and Metals Committee; Director of Dahej Harbour Infrastructure Limited (DHIL) – Subsidiary of Birla Copper; Director of Fertilizer Association of India. <p>Others:</p> <ul style="list-style-type: none"> Director in Aditya Birla Minerals Limited, Australia (ABML) – Till June, 2016; Vice Chairman of ICDC (Indian Copper Development Centre) – Till August, 2019.
d.	Job profile and his suitability	His job involves providing vision and strategic guidance to the Company and ensure to be one of the top players in its industry segment and also to remain competitive, cost efficient and remunerative. Further, as Managing Director, he is entrusted with substantial powers and authority to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. He is having vast experience of Corporate management across varied businesses in his prior roles at Aditya Birla Group and possesses all required competencies. Thus, he is ideally suited for the job.
e.	Remuneration proposed/ paid	As mentioned in the resolution.
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee of Directors, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. J. C. Laddha before approving the remuneration as proposed hereinabove.
g.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. J. C. Laddha does not have any pecuniary relationship with the Company. He holds 1,000 equity shares of face value of ₹ 10/- each of the Company. No managerial personnel or any other director is related to him.

2. Mr. R. K. Dalmia			
a.	Background details	Mr. R.K. Dalmia, aged 67 years holds a bachelor's degree in Commerce. Further, he is also a fellow member of the Institute of Chartered Accountants of India. His Director Identification Number is 00040951. He is the Senior President of Textile Division and has been in the service of the Company for last more than thirty-five years and has in-depth and varied experience about textiles and real estate businesses of the Company.	
b.	Past remuneration	(₹ in Crores)	
		FY 2020-21	FY 2019-20
	Salary & allowances	4.36	4.44
	Contribution to Provident Fund	0.09	0.08
	Contribution to Superannuation Fund	0.11	0.11
	Perquisites	0.04	0.05
	Total	4.60	4.68

c.	Recognition or awards	The Company has received various awards and recognition during his tenure as a Senior Executive. He has been awarded with CText FTI by The Textile Institute, Manchester, U.K. in the year 1998. Past Chairman of the following: <ul style="list-style-type: none"> • Mill owners Association, Mumbai representing Textiles (2003 to 2007 and April 2010 to November 2015); • Confederation of Indian Textile Industry (CITI) (2008- 2009); • The Cotton Textile Export Promotion Council (TEXPROCIL) (2014-2016).
d.	Job profile and his suitability	His job involves providing vision and strategic guidance to the textile business of the Company and ensure to remain competitive, cost efficient and remunerative. Further, as Whole-time Director, he is entrusted with the powers and authority subject to superintendence, direction and control of the Board of Directors. He is having vast experience of Corporate management, in-depth knowledge of the textile industry and possesses all required competencies. Thus, he is ideally suited for the job.
e.	Remuneration proposed/ paid	As mentioned in the resolution.
f.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	In the past few years, the remuneration of Senior Executives in the industry in general has gone up manifold. The remuneration proposed to be paid to the Whole-time Director is purely based on merit. Further, the Nomination and Remuneration Committee of Directors, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. R. K. Dalmia before approving the remuneration as proposed hereinabove.
g.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. R. K. Dalmia does not have any pecuniary relationship with the Company. He holds 7,150 equity shares of face value of ₹ 10/- each of the Company. No managerial personnel or any other director is related to him.

C. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	During the last year, due to pandemic Covid-19 and particularly pursuant to lockdown announced by the Government to contain spread of pandemic, unprecedented disruption was caused to the businesses of the Company apart from consequent demand recession due to general economic slowdown, etc.
2.	Steps taken or proposed to be taken for improvement	The Company has followed all protocols related to safety of its employees and ensured a smooth working across its manufacturing units & offices. Even the product mix has been changed in the textiles business to meet the Covid- 19 related products' demand like masks, PPE Kits, etc. The Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict increase in productivity and profits in measurable terms.

D. DISCLOSURES

1.	The remuneration package along with relevant details payable to Mr. J. C. Laddha and Mr. R. K. Dalmia has been mentioned hereinabove and in the Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings with a notice period of three months by either side.
2.	Mr. J. C. Laddha and Mr. R. K. Dalmia are holding 1,000 and 7,150 equity shares of face value of ₹ 10/- each respectively. They are not related to any Director or Promoter of the Company at any time during the period of two years prior to their appointment as Managing Director and Whole-time Director respectively.

III Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on 16th July, 2021 as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings are given hereunder :-

Name of the Director	Mr. Kumar Mangalam Birla	Mr. R. K. Dalmia
DIN	00012813	00040951
Date of Birth	14 th June, 1967	21 st March, 1954
Date of appointment on the Board	07 th February, 2006	15 th September, 2018
Expertise in specific Functional areas	Industrialist having rich business experience	Rich experience in textile industry and in the fields of Finance & Marketing.
Number of meetings of the Board attended during the year	03 out of 05	05 out of 05
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	<ol style="list-style-type: none"> 1. Grasim Industries Limited 2. Hindalco Industries Limited 3. UltraTech Cement Limited 4. Aditya Birla Capital Limited 5. Vodafone Idea Limited 6. Aditya Birla Fashion and Retail Limited 7. Aditya Birla Sun Life AMC Limited 8. Aditya Birla Sun Life Insurance Company Limited 9. Air India Limited 	<ol style="list-style-type: none"> 1. Udyog Services Limited 2. Birla Consultants Limited 3. Birla Industrial Finance (India) Limited 4. Birla Industrial Investments (India) Limited
Chairman/Member of the committees of the Board of other companies in which he/she is a Director @	Nil	Nil
Number of shares held in the Company	Nil	7,150
Relationship between Directors inter se and other Key Managerial Personnel of the Company*	Related to Mrs. Rajashree Birla being his mother	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration last drawn by such person	<p>Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company.</p> <p>Remuneration for FY 2020-21 is ₹ 70,000 by way of sitting fees.</p>	<p>Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company.</p> <p>Remuneration last drawn is ₹ 4.60 crores in FY 2020-21 as a Whole-time Director.</p>

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

* Under the Companies Act, 2013.

FOR INFORMATION OF THE SHAREHOLDERS

I. For ease of participation by members, provided below are key details regarding the 124th AGM for reference:

Sr. No.	Particulars	Details of access
1	Day, Date & Time of 124 th AGM	Friday, 16 th July, 2021, 02:30 P.M.
2	Book Closure (both days inclusive)	Thursday, 08 th July, 2021 to Friday, 16 th July, 2021
3	Record date for dividend for shares held in electronic form	Wednesday, 07 th July, 2021
4	Cut-off date for e-voting	Friday, 09 th July, 2021
5	Period for remote e-voting	Monday, 12 th July, 2021 from 09:00 A.M. to Thursday, 15 th July, 2021 till 05:00 P.M.
6	E-mail ID and period of registration for members who would like to express their views or ask questions during the AGM	ctil.secretary@birlacentury.com Period for registration as a speaker at the 124 th AGM: Thursday, 08 th July, 2021 (09:00 A.M. IST) to Monday, 12 th July, 2021 (05:00 P.M. IST)
7	Email-ID for Resident individual with PAN who is not liable to pay income tax need to submit form 15G/15H & Non-resident shareholders Form 10F by	Monday, 05 th July, 2021 investorrelations@birlacentury.com
8	Username and password for Video Conferencing (VC)	Members may attend the AGM through VC by accessing the link https://www.evoting.nsdl.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
9	Helpline number and e-mail id for any query regarding VC participation and e-voting	NSDL: evoting@nsdl.co.in / 1800-1020-990/ 1800-224-430 Contact Mr. Amit Vishal, Senior Manager – NSDL or Mr. Sagar Ghosalkar, Assistant Manager – NSDL
10	Email ID and period for members seeking any information about the financial statements or any matter to be placed at the 124 th AGM	investorrelations@birlacentury.com on or before Thursday, 15 th July, 2021
11	Registrar and Share Transfer Agent- Contact details	Link Intime India Private Limited C-101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No.: 022-49186270 Email ID - rnt.helpdesk@linkintime.co.in .
12	Century Textiles and Industries Limited- Contact details	Century Textiles and Industries Limited 'Century Bhavan', Dr. Annie Besant Road, Worli, Mumbai- 400 030. Tel: 022- 24957000 Email id: investorrelations@birlacentury.com

II. Process for registration of email id for obtaining Annual Report and user ID/password for e-voting and updation of account mandate for receipt of dividend:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, LIPL at rnt.helpdesk@linkintime.co.in providing Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ul style="list-style-type: none">a) Name and Branch of the Bank in which you wish to receive the dividend,b) the Bank Account type,c) Bank Account Number allotted by their banks after the implementation of Core Banking Solutions,d) 9 digit MICR Code Number; ande) 11 digit IFSC Code,f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Electronic (Demat) Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your Demat account, as per the process advised by your DP.</p>