

# 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 123rd Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 25th August, 2020 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, 2020 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, 2020 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2020.
3. To appoint a Director in place of Smt. Rajashree Birla (holding DIN 00022995) who retires from office by rotation, but being eligible, offers herself for re-election.

### SPECIAL BUSINESS :

4. To approve the continuation of holding the office of Non- executive Director by Smt. Rajashree Birla (DIN: 00022995) after she attains the age of 75 years and, in this regard to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT on the reappointment of Smt. Rajashree Birla (DIN: 00022995) as a director of the Company as provided in the foregoing resolution of this Annual General Meeting, consent of the Members of the Company be and is hereby accorded, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations, as amended from time to time and applicable provisions, if any of the Companies Act, 2013, as amended from time to time read with the reasons and justification as stated in the explanatory statement annexed herewith, for the continuation of holding of the office of Non- executive Director of the Company by Smt. Rajashree Birla after her completing the age of 75 (seventy five) years on 15th September, 2020, till the end of her term, i.e. till she retires from office as Director by rotation.

FURTHER RESOLVED THAT Shri Jagdish Chandra Laddha, Managing Director (DIN: 03266469) and Shri Atul Kumar Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

5. To approve the appointment of Shri Jagdish Chandra Laddha ( DIN: 03266469) as a Director of the Company who was appointed by the Board of Directors as an Additional Director 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ( "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company, Shri Jagdish Chandra Laddha (DIN:03266469) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th August, 2019 and who hold the said office, up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

6. To approve the appointment and remuneration of Shri Jagdish Chandra Laddha (DIN: 03266469) as a Managing 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, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of 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), the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded to the appointment of Shri Jagdish Chandra Laddha (holding DIN 03266469), as the Managing 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 Shri Jagdish Chandra laddha and as may be permissible at law:

**A) Period:**

Three years w.e.f. 12th August, 2019 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

**B) Remuneration w.e.f. 12.08.2019:**

- (i) Basic Salary: ₹ 5,06,000/- (Rupees five lac six thousand) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 6,75,000/- (Rupees six lac seventy five thousand only) per month as Basic Salary.
  - (ii) Special Allowance: ₹ 5,84,275/- (Rupees five lac eighty four thousand two hundred seventy five) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 7,75,000/- (Rupees seven lac seventy five thousand only) per month.
  - (iii) Annual Variable Pay: ₹ 60,00,000/- (Rupees sixty lacs) per annum linked to the achievement of business & individual performance, as may be decided by the Board from time to time. This is subject to such increase as the Board may decide from time to time, subject however to a maximum payout of ₹ 80,00,000/- (Rupees eighty lacs only) per annum.
  - (iv) House Rent Allowance: 50% of Basic salary.
  - (v) Following allowances/perquisites/facilities are given as per the Company's Rules:
    - (a) Company's contribution towards Provident Fund per month presently (12%) of Basic Salary – as per applicable Rules.
    - (b) Leave travel allowance/expense: Leave Travel expenses for self and family in accordance with the policy of the Company.
    - (c) Medical and life insurance cover premium: As per the policy of the Company.
    - (d) Leave and encashment of leave: As per the policy of the Company.
    - (e) Personal Accident Insurance premium: As per the policy of the Company.
    - (f) Gratuity: As per applicable Rules or as approved by the Board.
    - (g) Car with a maximum value of ₹ 42,00,000/- (Rupees forty two lacs). However, the same can also be cashed out in four years.
    - (h) Car allowances (Petrol + Driver + Maintenance) can be claimed against actual expenses up to ₹ 6,10,000/- (Rupees six lac ten thousand) per annum with such increase as the Board may decide from time to time, subject, however, to a ceiling of ₹ 8,10,000/- (Rupees eight lac ten thousand only) per annum. Any unclaimed amount will be payable as taxable income.
    - (i) Telephone/Mobile phone expenses as per the policy of the Company.
    - (j) 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)** In case Shri Jagdish Chandra Laddha is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits, applicable to that level, will also apply to him.
- D)** Annual remuneration review is effective from 1st July each year, as per the Policy of the Company.
- E)** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F)** The aggregate of the 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 Act, or any statutory modification(s) or re-enactments thereof for the time being in force or otherwise as may be permissible at law.

- G)** Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules and Schedule of the Act, Shri Jagdish Chandra Laddha would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures / Associates, 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 the meetings of Board of Directors / Committee(s) of Subsidiaries / Joint Ventures / Associates of the Company or companies promoted by Century Textiles and Industries Ltd.
- H)** When in any financial year, 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 Shri Jagdish Chandra Laddha as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act and the approval of the Central Government, if required or any other approvals as may be required under law.
- I)** The Board of Directors (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and is hereby authorized to revise the remuneration and perquisites payable to Shri Jagdish Chandra Laddha from time to time, subject to the limits as per the approval of the shareholders.

RESOLVED FURTHER THAT so long as Shri Jagdish Chandra Laddha functions as the Managing Director of the Company, his office shall be subject to retirement by rotation and so long Shri Jagdish Chandra Laddha functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof ”.

7. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2021 and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(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, 2021, 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.	1.18
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 dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 collectively (referred to as “MCA 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 provisions of the Companies Act, 2013 (“Act”) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM 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 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 its Board or governing body Resolution/authentication etc. authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the scrutinizer by email through its registered email address to [gbgagrani@gmail.com](mailto:gbgagrani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (4) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item Nos. 4 to 7 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 Tuesday, the 18th August, 2020 to Tuesday, the 25th August, 2020, both days inclusive.
- (6) As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
- (7) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the dividends for the Financial Year ended 31st March, 2013 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, 2013 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 the transfer of the unclaimed dividend amount for the financial year ended 31st March, 2013 to the Investor Education and Protection Fund of the Central Government is 22nd August, 2020.
- (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 30th July, 2019 (the date of the last Annual General Meeting) on the website of the Company [www.centurytextind.com](http://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 Companies Act, 2013 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. Due to the outbreak of pandemic Covid 19 the Company has been able to send an individual notice only through e-mail wherever available to 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](http://www.centurytextind.com). Advertisement in newspapers in this respect has also been released in English language and regional language i.e. Marathi. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 22nd August, 2020. 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](http://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](mailto: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 Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form can be downloaded from the Company's website i.e. [www.centurytextind.com](http://www.centurytextind.com) for providing details, if not already provided.

- (16) In compliance with the aforesaid MCA circulars and SEBI circular dated 12th May, 2020 notice of the AGM along with Annual Report 2019-20 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 2019-20 will also be available on the Company's website [www.centurytextind.com](http://www.centurytextind.com), websites of the stock exchanges i.e. BSE / National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL [www.evoting.nsdl.com](http://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 Thursday, the 27th August, 2020 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 Monday, 17th August, 2020.
  - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Monday, 17th August, 2020.
- (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, April 1, 2019, except in case of request received for transmission or transposition of securities. 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 Link Intime India Pvt. Ltd. ("LIPL") for assistance in this regard.
- (21) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with LIPL 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, email 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 LIPL in case the shares are held by them in physical form.
- (23) In case of joint holders, the Member whose names 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 with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 24th August, 2020 through email on [investorrelations@birlacentury.com](mailto:investorrelations@birlacentury.com). The same will be replied by the Company suitably.
- (25) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 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 / LIPL (in case of shares held in physical mode) and depositories (in case of shares held in Demat 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](mailto:investorrelations@birlacentury.com) by 11.59 p.m. IST on 14th August, 2020. 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 by sending an email to [investorrelations@birlacentury.com](mailto:investorrelations@birlacentury.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11.59 p.m. IST on 14th August, 2020.

- (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.
- (28) At the 119th AGM held on 28th July, 2016 the members approved the appointment of SRBC & Co. LLP, Chartered Accountants (Registration No. 324982E/E300003) as statutory auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of 124th AGM, subject to ratification of their appointment by members at every AGM. The requirement to place the matter relating to the appointment of the auditor for ratification by members at every AGM has been done away by Company's (Amendment) Act, 2017 and pursuant to a resolution passed by the members at the 121st AGM held on 31st July, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the 123rd AGM.

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## **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended 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. 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") will be provided by National Securities Depository Limited (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 Friday, the 21st August, 2020 (9:00 am IST) and ends on Monday, the 24th August, 2020 (5:00 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 Tuesday, the 18th August 2020, 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. The process and manner for remote e-voting are as under:

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

1. 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 mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to log in 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 by NSDL. 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 by 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) In case you have not registered your email address with the Company/ Depository, please follow the instructions mentioned below in this notice.

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](http://www.evoting.nsdl.com).
- b) Click on "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your Demat account number/folio number, your PAN, your name and your registered address.
- 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 checkbox.

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

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

#### **DETAILS ON STEP 2 ARE GIVEN BELOW:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After a successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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](mailto:gbgagrani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take the 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries relating to e-voting, 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](http://www.evoting.nsdl.com) or call on toll-free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 91 22 2499 4545/ 1800- 222-990

- 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 Tuesday, 18th August, 2020.
- VII. Any person, 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. Tuesday, 18th August, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- 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. Shri Gagan B Gagrani, Practicing Company Secretary (Membership No. FCS 1772) or failing him Shri 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.

### **XI. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. 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.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or

contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in)/ 022-24994553.

4. 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](mailto:ctil.secretary@birlacentury.com) from 18th August, 2020 (9.00 a.m. IST) to 20th August, 2020 (5.00 p.m. 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.

### **Other Instructions**

- XII. 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.
- XIII. 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.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.centurytextind.com](http://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: 21st July, 2020

**ATUL K. KEDIA**  
Company Secretary

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## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 4**

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) effective from 1st April, 2019, requires the listed entities to obtain approval of shareholders by way of a Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years.

Accordingly, a Special Resolution is being proposed to be passed by the members for the continuation of holding the office of Non-executive Director by Smt. Rajashree Birla, who would attain the age of 75 years on 15th September, 2020 till she becomes liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013, in the Annual General Meeting of the Company.

Smt. Rajashree Birla, Bachelor in Arts is a Non-executive Director and is one of the Promoter Directors of the Company and also Chairperson of the Corporate Social Responsibility Committee of the Board. She is physically fit and in good health.

Smt. Rajashree Birla is the Chairperson of the Aditya Birla Centre for Community Initiatives and Rural Development. Smt. Rajashree Birla spearheads the social and community welfare activities across 40 companies in the Aditya Birla Group (ABG). The Aditya Birla Centre for Community Initiatives and Rural Development’s work in education, healthcare, sustainable livelihood and social reform has created a positive difference in the lives of millions of people.

The significant extent and reach of the Aditya Birla Centre for Community Initiatives and Rural Development in uplifting and empowering communities exemplify Smt. Birla’s inspirational leadership in corporate philanthropy. Her vision to elevate the underprivileged sections of society has inspired her to lead social causes including providing homes to the homeless & destitute and healthcare to the needy. Smt. Birla is a role model and an iconic leader for those who aspire to bring about positive changes in society.

A visionary and philanthropist par excellence, Smt. Birla has been recognised with various awards for her exemplary work in the field of social welfare including Padma Bhushan, one of the highest civilian awards instituted by the Government of India.

Smt. Birla holds a lot of important positions in various organisations involved in initiatives for social welfare and promotion of art and culture. Besides she is associated with various charitable trusts and educational, cultural & philanthropic institutions.

Smt. Rajashree Birla is a Director on the Board of highly reputed listed companies prominent among them are Grasim Industries Limited, Hindalco Industries Limited, UltraTech Cement Limited and various Aditya Birla Group of Companies, national and international. She is the Chairperson of Pilani Investment And Industries Corporation Limited and Century Enka Limited.

Smt. Rajashree Birla is related to Shri Kumar Mangalam Birla being her son.

Smt. Rajashree Birla is interested in the resolution set out at Item No.4 of the Notice. Except for Smt. Rajashree Birla and Shri Kumar Mangalam Birla none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Keeping in view the above, the Board of Directors recommends the approval by the Members for the continuation of directorship of Smt. Rajashree Birla as a Non- executive Director, notwithstanding she attaining the age of seventy five years.

### **Item Nos.5 & 6**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of Directors, the Board of Directors at its meeting held on 12th August, 2019 appointed Shri Jagdish Chandra Laddha (DIN: 03266469) as an additional director of the Company w.e.f. 12th August, 2019. At the said meeting, pursuant to the applicable provisions of the Act and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board and subject to the approval of the shareholders he was appointed as the Managing Director of the Company for a period of 3 (three) years.

As an additional director, Shri Jagdish Chandra Laddha holds office up to the date of this Annual General Meeting (AGM) and he is eligible to be appointed as a Director of the Company. Pursuant to the provisions of section 160 of the Act, the Company has received the notice in writing from Shri Jagdish Chandra Laddha, signifying his candidature for the office of the Director and consent to act as a director of the Company.

Shri Jagdish Chandra Laddha is a Fellow Chartered Accountant (FCA) by qualification. He brings with him nearly thirty-seven years of varied and rich experience. He has been associated with the Aditya Birla Group for close to three decades, where he handled leadership positions across diverse industry sectors and also specialist functions. In his last assignment, he was the CEO - Copper Business at Hindalco Industries Limited. He has also worked at organisations like National Rayon Corporation Ltd. and Hindustan Lever Ltd. The Board is confident about Shri Jagdish Chandra Laddha being able to function and discharge his duties in an able and competent manner.

Considering his rich corporate experience in business, the Nomination & Remuneration Committee and the Board recommend confirmation of the appointment of Shri Jagdish Chandra Laddha as the Managing Director of the Company for a period of three years w.e.f. 12th August, 2019 on the terms as to remuneration, allowances etc. as set out in the resolution being item nos. 5 & 6 of the accompanying notice, subject to any other approval as may be required under the law. Considering Shri Jagdish Chandra Laddha'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.

Shri Jagdish Chandra Laddha is not related to any other Director of the Company. A brief resume of Shri Jagdish Chandra Laddha 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 commends the resolutions set out at Item nos.5 & 6 of the accompanying Notice for the approval by the Members.

Except for Shri Jagdish Chandra Laddha, being the appointee, none of the other Directors / Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise in the Resolutions set out at Item nos. 5 & 6 of this Notice.

### **Item No. 7**

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

On the recommendation of the Audit Committee at its meeting held on 10th June, 2020, the Board has considered and approved the appointment of Messrs. 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.7 of the accompanying Notice.

The Resolution at item no. 7 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. 7 of the Notice for approval by the members.

By Order of the Board,

Mumbai,  
Dated: 21st July, 2020

**ATUL K. KEDIA**  
Company Secretary

**II. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on 25th August, 2020 as required under Regulations 26(4) and 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	Smt. Rajashree Birla	Shri Jagdish Chandra Laddha
DIN	00022995	03266469
Date of Birth	15th September, 1945	22nd March, 1959
Date of appointment on the Board	05.05.2015	12.08.2019
Expertise in specific Functional areas	Industrialist having rich Business experience	Rich experience in Industry and Corporate Management
Number of meetings of the Board attended during the year	3	5
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Pilani Investment and Industries Corporation Ltd. UltraTech Cement Ltd. Grasim Industries Ltd. Hindalco Industries Ltd. Century Enka Ltd.	Nil
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	1000
Relationship between Directors Inter se and other Key Managerial Personnel of the Company*	Related to Shri Kumar Mangalam Birla being her son.	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration last drawn by such person	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. Remuneration for FY 2019-20 is ₹ 16 lacs by way of sitting fees and commission.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. Remuneration last drawn is ₹ 1.14 crore in FY 2019-20 as a Managing Director w.e.f. 12th August, 2019.

@ 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

### 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 <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> providing Folio No., Name of a 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> <ol style="list-style-type: none"><li>Name and Branch of the Bank in which you wish to receive the dividend,</li><li>the Bank Account type,</li><li>Bank Account Number allotted by their banks after the implementation of Core Banking Solutions,</li><li>9 digit MICR Code Number; and</li><li>11 digit IFSC Code,</li><li>a scanned copy of the cancelled cheque bearing the name of the first shareholder.</li></ol>
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>