## CENTURY TEXTILES AND INDUSTRIES LIMITED

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

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

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

CIN: L17120MH1897PLC000163

## NOTICE OF 125<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 125<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company will be held on Monday, the 18<sup>th</sup> July, 2022 at 02:30 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, 2022 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, 2022 and the Report of Auditors thereon.
- 2. To declare dividend on Equity Shares for the year ended 31st March, 2022.
- 3. To appoint a Director in place of Mr. J. C. Laddha (holding DIN: 03266469) who retires from office by rotation, but being eligible, offers himself for re-election.

#### **SPECIAL BUSINESS:**

4. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2023 and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 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), 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, 2023, 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/a D Nanahhaw 9 Ca	1.40
Paper	Century Pulp and Paper, Uttarakhand	M/s. R. Nanabhoy & Co. 1.49	

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."

5. To approve the payment of remuneration by way of commission to Non-Whole-time Directors including Independent Directors 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 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder as amended from time to time and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to all other approvals, as may be required, the consent/approval of the Members be and is hereby accorded to the payment of remuneration by way of commission, to the Directors including Independent Directors (whether existing or future) of the Company who are neither in Whole-time employment of the Company nor Managing / Whole-time Directors of the Company, at a rate not exceeding 1% (one percent) per annum of the net profits of the Company in each year, calculated in accordance with the relevant provisions of the Act and rules made thereunder, without any monetary limit, but subject to such ceiling if any, per annum, as the Board or its Committee may

from time to time fix in that behalf for each year and the same to be divided amongst them in such manner as the Board or its Committee may, from time to time, determine.

RESOLVED FURTHER THAT such payment of remuneration by way of commission as aforesaid will be in addition to the payment of sitting fees for attending the meetings of the Board of Directors or Committees thereof and reimbursement of expenses in accordance with the relevant provisions of the Articles of Association of the Company and the statutory regulations for the time being in force.

FURTHER RESOLVED THAT this resolution shall be effective for payment of remuneration by way of commission as aforesaid during the period of five years commencing from 01st April, 2022 to 31st March, 2027.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

#### **NOTES FOR MEMBERS' ATTENTION**

- 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 08<sup>th</sup> April, 2020, and 13<sup>th</sup> April, 2020, respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19" and circular nos. 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022, dated 05<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 05<sup>th</sup> May, 2022 respectively in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)-reg." (collectively referred to as 'MCA Circulars') permitted the Companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31st December, 2022 through VC / OAVM, without the physical presence of the members at a common venue and also provided relaxation from dispatching of physical copies of Notice of AGM and financial statements for year 2022 and considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" ('SEBI Circular') provided relaxation upto 31st December, 2022, from Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('Act') to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circular, 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 Circular 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, Attendance Slip and Route Map are not annexed to the Notice.
- 3. In accordance with the Secretarial Standard 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards 1 and 2 issued by the ICSI, the proceedings of the AGM through VC / OAVM shall be deemed to be conducted at the Registered Office of the Company at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030.
- 4. In compliance with the aforesaid MCA circulars and SEBI circular Notice of the AGM along with Annual Report 2021-22 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 2021-22 will also be available on the Company's website i.e. www.centurytextind.com, websites of the stock exchanges i.e. BSE Limited / National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
- 5. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of item nos. 4 & 5 of the Notice set out above, is hereto annexed. The relevant details under Regulation 36 (3) of the SEBI Listing Regulations and other requisite information as per clause 1.2.5 of Secretarial Standard 2 on General Meetings in respect of the Director seeking appointment / re-appointment at the Annual General Meeting, forms part of the notice. The Director has furnished the requisite declarations for his appointment / re-appointment.

6. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Private Limited ('LIIPL'), 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.

- 7. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Friday, the 08<sup>th</sup> July, 2022, to Monday, the 18<sup>th</sup> July, 2022, both days inclusive.
- 8. 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 website of the Company i.e. www.centurytextind.com or Share Transfer Agent website viz.www.linkintime.co.in or from the website of the Ministry of Corporate Affairs at www.mca.gov.in.
- 9. Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the financial year ended 31st March, 2015 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, 2015 or any subsequent financial year(s) are requested to claim such amount from the Secretarial Department of the Company or from Share Transfer Agent. The due date for transfer of the unclaimed dividend amount for the financial year ended 31st March, 2015 to IEPF of the Central Government is 26th August, 2022.
- 10. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, ('IEPF Rules') the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 16<sup>th</sup> July, 2021 (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.
- 11. Pursuant to the provisions of Section 124(6) of the Act and 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 18<sup>th</sup> May, 2022 to all the concerned shareholders intimating them particulars of equity shares due for transfer. These details are also available on the Company's website viz. www.centurytextind.com. Advertisement in newspapers in this respect has also been published in English language and regional language i.e. Marathi on 24<sup>th</sup> May, 2022. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 26<sup>th</sup> August, 2022. 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.
- 12. The Company pursuant to Regulation 39 read with Schedule VI of 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.
- 13. 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 LIIPL for their doing the needful.
- 14. SEBI has mandated the submission of PAN, KYC and nomination details by Members holding shares in physical form by 31st March, 2023, and linking PAN with Aadhaar by 31st March, 2022 vide its circulars dated 03rd November, 2021 and 14th December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to LIIPL. The forms for updating the same are available at https://www.linkintime.co.in and on Company's website i.e. www.centurytextind.com.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Share Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- 15. 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.
- 16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. 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 Company's website i.e. www.centurytextind.com for providing details, if not already provided.
- 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. To support the 'Green Initiative', Members who have not yet registered their email 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 LIIPL in case the shares are held by them in physical form.
- 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 or after Thursday, 21st July, 2022, as under:
  - a. 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 Thursday, 07<sup>th</sup> July, 2022.
  - b. 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 Thursday, 07<sup>th</sup> July, 2022.
- 20. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. 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 Share Transfer Agent for assistance in this regard.
- 21. 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 LIIPL in case the shares are held by them in physical form.
- 22. 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.
- 23. 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 14<sup>th</sup> July, 2022, through e-mail on investorrelations@birlacentury.com. The same will be replied by the Company suitably.
- 24. 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 / LIIPL (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 p.m. IST on Monday, the  $04^{th}$  July, 2022. 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 Monday, the 04<sup>th</sup> July, 2022.

# 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 Act, 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 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 e-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 also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Thursday, the 14<sup>th</sup> July, 2022 (09:00 a.m. IST) and ends on Sunday, the 17<sup>th</sup> July, 2022 (05:00 p.m. 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 Monday, the 11<sup>th</sup> July, 2022, 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 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-cum-first served basis and members can join by following the procedure mentioned in the Notice.
- V. 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 09<sup>th</sup> December, 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed 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** 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (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 company name or e-voting service provider i.e. 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. 4. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL** Mobile App is available on Google Play App Store Individual 1. Existing users who have opted for Easi / Easiest, they can login through Shareholders holding their user id and password. Option will be made available to reach e-voting securities in demat page without any further authentication. The URL for users to login to Easi / mode with CDSL Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia. com and click on New System Myeasi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. 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 You can also login using the login credentials of your demat account through Shareholders (holding your Depository Participant registered with NSDL / CDSL for e-voting facility. securities in demat Upon logging in, you will be able to see e-voting option. Click on e-voting mode) login through option, you will be redirected to NSDL / CDSL Depository site after successful their depository authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting participants 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?

- 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 a mobile.
- 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
- 3. 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 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login or 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 or send a request to Mr. Anubhav Saxena, Assistant Manager-NSDL at evoting@nsdl.co.in.

# 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:

- 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 09<sup>th</sup> December, 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 Meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join 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 Friday, 08<sup>th</sup> July, 2022 (09:00 a.m. IST) to Wednesday, 13<sup>th</sup> July, 2022 (05:00 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.
- 6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-1020-990 / 1800-224-430 or contact Mr. Amit Vishal, Senior Manager NSDL or Mr. Anubhav Saxena, Assistant Manager NSDL.
- VI. 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).
- VII. 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 Monday, the 11<sup>th</sup> July, 2022.
- VIII. 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. Monday, the 11<sup>th</sup> July, 2022, 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.nsdl.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. Monday, the 11<sup>th</sup> July, 2022 may follow steps mentioned below under "Access to NSDL e-Voting system".
- 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 i.e. Monday, the 11<sup>th</sup> July, 2022, 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 i.e. www.centurytextind.com and on the website of NSDL i.e. www.evoting.nsdl.com 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 Limited 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,

Place: Mumbai Dated: 10<sup>th</sup> June, 2022 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:

In pursuance of Section 148 of the Companies Act, 2013 ('Act') 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 25<sup>th</sup> April, 2022 has considered and approved the appointment of M/s. R. Nanabhoy & Co. (Cost Accountants), for conducting the Cost Audit of the Company's manufacturing units viz. Birla Century, Jhagadia, Bharuch, Gujarat and Century Pulp & Paper, Lalkua, Nainital, Uttarakhand, 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. 4 of the accompanying Notice.

The Resolution at item no. 4 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Act.

The Board of Directors commends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the members.

#### Item no. 5:

The Shareholders at their 120<sup>th</sup> Annual General Meeting held on 09<sup>th</sup> August, 2017 had authorized the payment of remuneration to Directors of the Company who are neither in whole-time employment of the Company nor Managing / Whole-time Director of the Company, by way of payment of commission at a rate not exceeding one percent of net profits of the Company, calculated in accordance, with the relevant provisions of the Companies Act, 2013 ('the Act'), for a period of five years commencing from 01<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2022 under Section 197 and all other applicable provisions of the Act and rules made thereunder, subject to such limit as may be fixed by the Board within the aforesaid limit.

Since the earlier resolution passed by the Members at the aforesaid AGM was valid up to financial year 2021-22, a fresh resolution seeking approval from Members is sought for paying remuneration by way of commission to Non-Whole-time Directors as mentioned above.

Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

Considering the rich experience, expertise, and insights brought to the Board by the Non-Whole-time Directors, it is proposed that, remuneration by way of commission not exceeding 1% of the net profits of the Company per annum, calculated in accordance with provisions of the Act, subject to such ceiling, if any, per annum, as the Board or its Committee may from time to time fix in that behalf for each year, be continued to be paid and distributed amongst the Non-Whole-time Directors including Independent Directors (whether existing or future) other than the Managing / Whole-time Directors of the Company in accordance with the Nomination and Remuneration Policy and approval by the Board of Directors of the Company, for each financial year for a period of five years commencing from O1st April, 2022 to 31st March, 2027. The above remuneration shall be in addition to the payment of sitting fees for attending the meetings of the Board of Directors or Committees thereof and reimbursement of expenses, if any, to the said Directors in accordance with the relevant provisions of the Articles of Association of the Company and the statutory regulations for the time being in force.

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

However, Regulation 17(6)(a) of the SEBI Listing Regulations, authorises the Board of Directors to recommend all fees and compensation (excluding sitting fees), if any, to the Non-Whole-time Directors including Independent Directors i.e. other than the Managing / Whole-time Directors of the Company and the same would require approval of the Shareholders in general meeting.

Accordingly, the Board commends the Ordinary Resolution as set out in Item No. 5 for approval by the Shareholders.

Non-Whole-time Directors may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 5 of the Notice.

II. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING FIXED ON 18<sup>TH</sup> JULY, 2022, 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. J. C. Laddha
Brief Resume	Mr. J. C. Laddha aged 63 years is a fellow member of the Institute of Chartered Accountants of India. 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, Aluminum & Copper, Oil & Gas, Fertilizers and Insulators. He has over four decades of varied and rich experience of which over 32 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 before joining Century Textiles and Industries Limited on 12 <sup>th</sup> August, 2019.  Mr. Laddha has been, till 2019, a member of "LME (London Metal Exchange) Copper Committee, London". He was a Director of ICDC (Indian Copper Development Center), Dahej Harbour and Infrastructure Limited, FAI (Fertilizer Association of India) and Aditya Birla Minerals Limited, Australia.  Mr. Laddha has widely travelled across the globe, has been a regular speaker in many national and international conferences and has been regularly contributing articles on important economics & business related issues.
Director Identification Number (DIN)	03266469
Date of Birth / Age	22 <sup>nd</sup> March, 1959 / 63 years
Date of appointment on the Board	12 <sup>th</sup> August, 2019
Expertise in specific Functional areas	Rich experience in varied sectors and Corporate Management
Qualification	B.com, FCA
Number of meetings of the Board attended during the year	5 out of 5
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Nil
List of Listed Entity from which he has resigned as a Director in the past three years	Nil

Chairman / Member of the committees of the Board of other companies in which he is a Director @	
Number of shares held in the Company (including as a beneficial owner)	1,000
Relationship between Directors inter se and other Key Managerial Personnel of the Company*	
	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. Remuneration last drawn is ₹ 2.36 crores in FY 2021-22 as a Managing Director.

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

<sup>\*</sup> Under the Companies Act, 2013.

### FOR INFORMATION OF THE SHAREHOLDERS

I. For ease of participation by members, provided below are key details regarding the 125th AGM for reference:

Sr. No.	Particulars	Details of access
1	Day, Date & Time of 125 <sup>th</sup> AGM	Monday, 18 <sup>th</sup> July, 2022, 02:30 p.m.
2	Book Closure (both days inclusive)	Friday, 08 <sup>th</sup> July, 2022 to Monday, 18 <sup>th</sup> July, 2022
3	Record date for dividend for shares held in electronic form	Thursday, 07 <sup>th</sup> July, 2022
4	Cut-off date for e-voting	Monday, 11 <sup>th</sup> July, 2022
5	Period for remote e-voting	Thursday, the 14 <sup>th</sup> July, 2022 from 09:00 a.m. IST to Sunday, the 17 <sup>th</sup> July, 2022 till 05:00 p.m. IST.
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 125 <sup>th</sup> AGM:  Friday, 08 <sup>th</sup> July, 2022 from 09:00 a.m. IST to  Wednesday, 13 <sup>th</sup> July, 2022 till 05:00 p.m. IST.
7	E-mail 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, 04 <sup>th</sup> July, 2022 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. Anubhav Saxena, Assistant Manager - NSDL
10	E-mail: ID and period for members seeking any information about the financial statements or any matter to be placed at the 125 <sup>th</sup> AGM	investorrelations@birlacentury.com on or before Thursday, 14 <sup>th</sup> July, 2022
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 E-mail: ID - rnt.helpdesk@linkintime.co.in.
12	Century Textiles and Industries Limited- Contact details	Century Textiles and Industries Limited 'Century Bhavan' 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 or e-voting and updation of account mandate for receipt of dividend:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company viz, LIIPL at rnt.helpdesk@linkintime.co.in by 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.
	Following additional details need to be submitted to LIIPL in case of updating Bank Account Details:
	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; and
	e) 11 digit IFSC Code,
	f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Electronic (Demat) Holding	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.