



SH/XII/2023

15<sup>th</sup> February, 2024

Corporate Relationship Department  
**BSE Limited**  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai-400 001  
**Scrip Code: 500040/973812/974571/  
947877**

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

Dear Sir / Madam,

**Sub: Notice of Postal Ballot of Century Textiles and Industries Limited  
(‘the Company’)**

**Ref: Regulation 30 of Securities and Exchange Board of India (Listing  
Obligations and Disclosure Requirements) Regulations, 2015  
(‘Listing Regulations’)**

**ISIN: INE055A01016, INE055A07104, INE055A08029 & INE055A08037)**

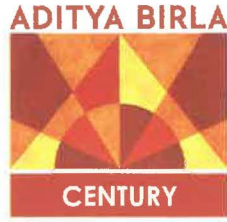
Pursuant to Regulation 30 of Listing Regulations, please find attached herewith a copy of Notice of Postal Ballot dated 08<sup>th</sup> February, 2024 along with explanatory statement, which is being sent electronically to those shareholders who have registered their email IDs with the Company/Depositories, for seeking approval of the shareholders of the Company by way of Special Resolution for Reappointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company for second term of five years with effect from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.

In compliance with General Circulars issued by Ministry of Corporate Affairs from time to time, this Notice of Postal Ballot is being sent through electronic mode only as mentioned above, to those shareholders whose e-mail IDs are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date i.e. Friday, 09<sup>th</sup> February, 2024.**

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its shareholders. The **remote e-voting period commences from 09:00 a.m. (IST) on Tuesday, 20<sup>th</sup> February, 2024 and ends at 05:00 p.m. (IST) on Wednesday, 20<sup>th</sup> March, 2024.** During this period, the shareholders of the Company can cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date. Communication of assent or dissent of the members would only take place through the remote e-voting system.

Century Textiles and Industries Limited  
Regd. Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030, India.  
T: +91 22 2495 7000 | F: +91 22 2430 9491 / 2436 1980  
E: ctil.ho@adityabirla.com | W: www.centurytextind.com  
Corporate ID No.: L17120MH1897PLC000163





Shareholders whose e-mail addresses are not registered with the RTA/ Depositories, may register their e-mail address on or before 05:00 p.m. (IST) up to Monday, the 11<sup>th</sup> March, 2024 to receive this Notice of Postal Ballot by sending an e-mail/letter to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

The Notice of Postal Ballot is also available on the Company's website i.e. [www.centurytextind.com](http://www.centurytextind.com) and also on the website of NSDL i.e. [www.evoting.nSDL.com](http://www.evoting.nSDL.com).

The above is for your information and record.

Thanking you,

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

**ATUL K. KEDIA**  
**Sr. Vice President (Legal) & Company Secretary**



Encl: as above

**Cc:**

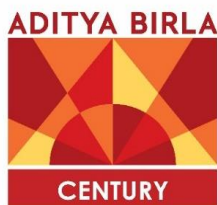
**National Securities Depository Limited (Depository)**  
Trade World, 'A' wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai-400 013.

**Central Depository Services (India) Limited (Depository)**  
Marathon Futurex, A-wing, 25<sup>th</sup> Floor, N.M. Joshi Marg, Lower Parel, Mumbai - 400 013.

**Link Intime India Private Limited (Registrar and Share Transfer Agent)**  
C-101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083.

**SBICAP Trustee Company Limited (Debenture Trustee)**  
Mistry Bhavan, 4<sup>th</sup> Floor, 122 Dinshaw Vachha Road, Churchgate, Mumbai - 400 020.

**Axis Trustee Services Limited (Debenture Trustee)**  
The Ruby, 2<sup>nd</sup> Floor, SW29, Senapati Bapat Marg I, Dadar West, Mumbai - 400 028



## CENTURY TEXTILES AND INDUSTRIES LIMITED

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

Tel. No.: +91-22-2495 7000; Fax No.: +91-22-2436 1980 / 2430 9491

E-mail: [ctil.secretary@adityabirla.com](mailto:ctil.secretary@adityabirla.com); Website: [www.centurytextind.com](http://www.centurytextind.com)

CIN: L17120MH1897PLC000163

Cut-off date:	Friday, 09 <sup>th</sup> February, 2024
<b>Period of remote e-voting</b>	
Start Date & Time:	Tuesday, 20 <sup>th</sup> February, 2024 from 09:00 a.m. (IST)
End Date & Time:	Wednesday, 20 <sup>th</sup> March, 2024 till 05:00 p.m. (IST)

### NOTICE OF POSTAL BALLOT

Dear Member(s),

**NOTICE** is hereby given pursuant to and in compliance with the provisions of Sections 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, read with the General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 along with other relevant General Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter referred to as “**MCA Circulars**”) from time to time, and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of Century Textiles and Industries Limited (“**the Company**”) that it is proposed to transact the special business relating to reappointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company for second term of five consecutive years from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 as set out in the proposed Special Resolution and the explanatory statement setting out the material facts as required in terms of Sections 102, 110 and other applicable provisions, if any, of the Act read with the Rules and the MCA Circulars, which forms part of the Postal Ballot Notice (“**Notice**”), seeking approval of the Members of the Company through Postal Ballot by remote e-voting process only (“**remote e-voting**”). In view of prevailing MCA Circulars on Postal Ballot process, voting on the resolution covered in the Notice will take place through remote e-voting only and no physical ballots will be collected. Please refer to detailed instructions for remote e-voting explained in Notes to the Notice.

Pursuant to the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. If your e-mail address is

not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.centurytextind.com](http://www.centurytextind.com).

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, and the relevant information required under Regulation 36(3) of the Listing Regulations pertaining to the resolution seeking reappointment of Independent Director of the Company, setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 02<sup>nd</sup> February, 2024, has appointed Mr. Gagan B. Gagrani (Membership No. FCS 1772) Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

**The remote e-voting period commences at 09:00 a.m. (IST) on Tuesday, the 20<sup>th</sup> February, 2024 and ends at 05:00 p.m. (IST) on Wednesday, the 20<sup>th</sup> March, 2024.**

The Scrutinizer will submit his report to any of the Directors of the Company, upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced on or before 05:00 p.m. (IST) on Friday, the 22<sup>nd</sup> March, 2024.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Equity Shares of the Company are listed. Additionally, the voting results will also be uploaded on the Company’s website [www.centurytextind.com](http://www.centurytextind.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **SPECIAL BUSINESS:**

**Item No. 1: To approve the reappointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company and subject to all other approvals, as may be required, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Preeti Vyas (holding DIN: 02352395), who was appointed as an Independent Director of the Company at the 122<sup>nd</sup> Annual General Meeting of the Company to hold office for a term of five consecutive years from 01<sup>st</sup> April, 2019 up to 31<sup>st</sup> March, 2024 and who is eligible for reappointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a

notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years with effect from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 (both days inclusive).

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.”

By Order of the Board of Directors  
**Sd/-**  
**Atul K. Kedia**  
Company Secretary  
Membership No. ACS 10100

Mumbai, 08<sup>th</sup> February, 2024

**Registered office:**

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

CIN: L17120MH1897PLC000163

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

E-mail: [ctil.secretary@adityabirla.com](mailto:ctil.secretary@adityabirla.com)

Website: [www.centurytextind.com](http://www.centurytextind.com)

**NOTES FOR MEMBERS' ATTENTION:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and the relevant information required under Regulation 36(3) of the Listing Regulations and other requisite information as per clause 1.2.5 of Secretarial Standard – 2 on General Meetings pertaining to the above resolution seeking reappointment of Independent Director, setting out material facts and reasons thereof, is annexed hereto and forms part of this Notice. The Director has furnished requisite declarations for her reappointment.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively at the close of **Friday, the 09<sup>th</sup> February, 2024**, (“the cut-off date”) and whose e-mail IDs are registered with the Company/Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their email IDs, the Company has provided the mechanism hereunder.

Members may note that the Postal Ballot Notice will be available on the following websites:

<b>Particulars</b>	<b>Website</b>
Century Textiles and Industries Limited	<a href="http://www.centurytextind.com">www.centurytextind.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Limited	<a href="http://www.nseindia.com">www.nseindia.com</a>
National Securities Depository Limited (NSDL)	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purpose only.

It is however, clarified that all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

7. The remote e-voting shall commence on Tuesday, the 20<sup>th</sup> February, 2024 at 09:00 a.m. (IST) and shall end on Wednesday, the 20<sup>th</sup> March, 2024 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date i.e. Friday, the 09<sup>th</sup> February, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. The above resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, the 20<sup>th</sup> March, 2024.
9. The Board of Directors has appointed Mr. Gagan B. Gagrani, Practising Company Secretary (Membership No.: FCS 1772), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to any of the Directors of the Company after completion of scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot will be announced on or before Friday, 22<sup>nd</sup> March, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.centurytextind.com](http://www.centurytextind.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the

Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

12. The Members are hereby requested to register their e-mail address, if not yet registered, to promote green initiative and to enable the Company to provide all communications to Members through e-mail. The Company had earlier sent letters to all Members in this regard. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
- a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with RTA. The said form is available on Company's website i.e. [www.centurytextind.com](http://www.centurytextind.com) and on the website of RTA namely Link Intime India Private Limited i.e. [www.linkintime.co.in](http://www.linkintime.co.in);
  - b. Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant.

The Members whose e-mail address is not registered with the RTA/ Depositories, to receive the Postal Ballot Notice, may register their email addresses on or before 05:00 P.M. (IST) on Monday, the 11<sup>th</sup> March, 2024 by sending an e-mail / letter to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Further, those members whose e-mail ids are not registered are requested to register the same for remote e-voting in accordance with the procedure as mentioned in note no. 15 of this Notice.

**13. Instructions for Remote e-voting are given below:**

- i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.
- ii) Voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **cut-off date i.e., Friday, the 09<sup>th</sup> February, 2024**. Only those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date** will be entitled to cast their votes through remote e-voting in accordance with the process specified in this Notice. **The remote e-voting period commences on Tuesday, the 20<sup>th</sup> February, 2024 from 09:00 A.M. (IST) and ends on Wednesday, the 20<sup>th</sup> March, 2024 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the Resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- iii) Members who need assistance can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022 - 4886 7000 and 022 - 2499 7000 or contact Mr. Anubhav Saxena, Deputy Manager, NSDL, Trade World, "A" Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at e-mail id: [evoting@nsdl.com](mailto:evoting@nsdl.com).

## 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 remote e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to</li></ol>



	<p>e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting</p>

in demat mode) login through their depository participants	option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on 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.
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**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at no.: 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method 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: [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com).
  - b) “**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.com](mailto:evoting@nsdl.com) 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 on NSDL e-voting system.**

**How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of Century Textiles and Industries Limited, which is 127817 to cast your vote during the remote e-voting period.
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.

**14. General Guidelines for shareholders:**

- a. Institutional/ Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authority letter etc. with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail at [gbgagrani@gmail.com](mailto:gbgagrani@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.
- b. 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](http://www.evoting.nsdl.com) to reset the password.
- c. 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](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**15. 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 resolution set out in this Notice:**

- i. 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 [ctil.investorrelations@adityabirla.com](mailto:ctil.investorrelations@adityabirla.com) with a copy to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- ii. 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 [ctil.investorrelations@adityabirla.com](mailto:ctil.investorrelations@adityabirla.com) with a copy to [evoting@nsdl.com](mailto:evoting@nsdl.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 for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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.

By Order of the Board of Directors

**Sd/-**

**Atul K. Kedia**

Company Secretary

Membership No. ACS 10100

Mumbai, 08<sup>th</sup> February, 2024

**Registered office:**

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

CIN: L17120MH1897PLC000163

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

E-mail: [ctil.secretary@adityabirla.com](mailto:ctil.secretary@adityabirla.com)

Website: [www.centurytextind.com](http://www.centurytextind.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) and 110 OF THE COMPANIES ACT, 2013**

### **Item no 1:**

Ms. Preeti Vyas (holding DIN: 02352395) is currently an Independent Director of the Company and member of the Audit Committee, Stakeholders' Relationship Committee and Committee of Independent Directors of the Company.

Ms. Preeti Vyas was appointed as an Independent Director by the members at the 122<sup>nd</sup> Annual General Meeting ("AGM") of the Company for a term of five consecutive years from 01<sup>st</sup> April, 2019 up to 31<sup>st</sup> March, 2024 and is eligible for reappointment for second term on the Board of the Company.

Ms. Preeti Vyas, is an entrepreneur in the field of Design and Communication Consultancy. Since graduating from the National Institute of Design, Ms. Vyas has created some of India's most iconic brand stories and is counted amongst the most influential women in India in the field of Design and Communication. She has over 40 years' experience in the fields of Branding & Communication. She has strong personal and professional ethics, integrity, and values. During her tenure as an Independent Director, her contributions are noteworthy at the Board and Committees deliberations on a broad range of issues and is able to commit time in providing guidance to the Management of the Company. She exercised independent judgment on matters which will be beneficial to the Company and its stakeholders.

The Board of Directors at its meeting held on Friday, the 02<sup>nd</sup> February, 2024, based on the recommendation of the Nomination and Remuneration Committee, considered her knowledge, skills, competency, experience and contribution and was of the view that the continued association of Ms. Preeti Vyas would be beneficial to the Company and hence it is desirable to continue to avail of her services as an Independent Director. Accordingly, the Board approved and recommended the reappointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company for second term of five consecutive years from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 (both days inclusive), not liable to retire by rotation, for approval of the members by way of special resolution.

The Company has received a declaration from her to the effect that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence. She also confirmed that she is not disqualified to be appointed as a Director in terms of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for reappointment as an Independent Director and is independent of the management of the Company. A copy of the draft letter of reappointment for Independent Directors, setting out the terms and conditions for the reappointment is available for inspection by the Members on the website of the Company i.e. [www.centurytextind.com](http://www.centurytextind.com).

## Brief Profile of Ms. Preeti Vyas:

Ms. Preeti Vyas is a design thinker, an entrepreneur, designer, artist, writer, seeker and a creative soul at large. She has evolved a methodology called Designomics as she passionately believes that Design is a management tool and that every business can profit from Design.

She has steered Vyas Giannetti Creative Private Limited (VGC) over the last 25 years, to a top position in India, as an independent Design and Communication Consultancy with offices in Mumbai and Bengaluru. Since graduating from the National Institute of Design, Ms. Preeti has created some of India's most Iconic brand stories and is counted amongst the most influential women in India in the field of Design and Communication.

Perhaps more to the point, what characterizes Ms. Preeti's oeuvre; either as the Creative director of some marquee advertising agencies or as Founder of VGC, is her penchant of breaking everything down to its fundamental truth. From making economic sense with Design as a management tool, to aiding business and marketing strategy, Ms. Preeti has infused it all with the essence of intelligent design thinking and creativity.

As a thought leader, she has curated a programme called Designomics for Bloomberg and has been on the advisory councils of ISDI Parsons School of Design, MIT School of Design, member of the India Design Council and the governing council of National Institute of Design (NID), Amravati. She also serves as an Independent Director on the Board of Aditya Birla Fashion and Retail Limited and TCNS Clothing Company Limited and as a Non-Executive Director on the Board of Birla Estates Private Limited (a wholly owned subsidiary of the Company).

Accordingly, in compliance with the provisions of Sections 149, 152 and other applicable provisions, if any, read with Schedule IV of the Act and Rules made thereunder and Regulations 17, 25 and other applicable Regulations, if any, of SEBI Listing Regulations and other applicable Regulations, if any, as amended from time to time, the reappointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 01<sup>st</sup> April, 2024 up to 31<sup>st</sup> March, 2029, is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

The disclosure relating to Ms. Vyas, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 is set out as an Annexure to the Notice.

Except Ms. Vyas, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in this item of the notice.

By Order of the Board of Directors  
**Sd/-**  
**Atul K. Kedia**  
Company Secretary  
Membership No. ACS 10100

Mumbai, 08<sup>th</sup> February, 2024

### **Registered office:**

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

CIN: L17120MH1897PLC000163

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

E-mail: [ctil.secretary@adityabirla.com](mailto:ctil.secretary@adityabirla.com)

Website: [www.centurytextind.com](http://www.centurytextind.com)

**Disclosure relating to Director seeking reappointment as an Independent Director of the Company, Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are given as hereunder:**

Name of the Director	Ms. Preeti Vyas
Director Identification Number (DIN)	02352395
Brief resume	As per the resolution at item no. 1 of this Notice, read with the explanatory statement thereto.
Date of Birth/Age	26 <sup>th</sup> November, 1956, 67 years
Date of First Appointment on the Board	01 <sup>st</sup> April, 2019
Expertise in specific functional areas	In the fields of Design and Communication consultancy.
Qualification(s)	Graduate from the National Institute of Design.
Terms & Conditions of appointment and proposed remuneration to be paid	Terms and Conditions of reappointment is as per the Nomination and Remuneration Policy of the Company.
Remuneration last drawn	FY2022-23: Sitting fees: Rs. 2,75,000 Commission: Rs. 32,61,841
Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of Board meetings attended during the FY2023-24	06 out of 07 meetings
List of other directorships held excluding Foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies	1. Aditya Birla Fashion and Retail Limited; 2. TCNS Clothing Company Limited;
List of listed entity from which she has resigned in the past three years	None
Chairman/Member of the Committees of the Board of the Companies in which she is a Director@	<u>Century Textiles and Industries Limited</u> Member of Audit Committee and Stakeholders Relationship Committee.
Relationship between Directors inter-se and other Key Managerial Personnel of the Company*	None

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

\*Under the Companies Act, 2013