

CENTURY Textiles and Industries Limited

REGD. OFFICE : "CENTURY BHAVAN", DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400 030. INDIA.
TEL.: +91-22-2495 7000 FAX : +91-22-2430 9491, +91-22-2436 1980
E-Mail: ctii.ho@birlacentury.com Website: www.centurytextind.com
CIN-L17120MH1897PLC000163

OUR REF. : SH/XII/2022

16th September, 2022

Corporate Relationship Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai-400 001
Scrip Code: 500040

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

Dear Sir / Madam,

**Sub: Postal Ballot Notice 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)**

Pursuant to Regulation 30 of Listing Regulations, please find attached herewith a copy of Postal Ballot Notice dated 13th September, 2022 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 the **Appointment of Mr. R. K. Dalmia as the Managing Director of the Company for a period of three (3) years with effect from 12th August, 2022.**

In compliance with General Circulars issued by Ministry of Corporate Affairs from time to time, this Postal Ballot Notice 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. Wednesday, 14th September, 2022.**

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 Wednesday, 21st September 2022 and ends at 05:00 p.m. (IST) on Thursday, 20th October, 2022.** 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.

Shareholders whose e-mail address is not registered with the RTA/ Depositories, may register their e-mail address on or before 05:00 p.m. (IST) on Wednesday, the 12th October,



2022 to receive this Postal Ballot Notice by sending an e-mail/letter to the Company's RTA at rnt.helpdesk@linkintime.co.in.

The Postal Ballot Notice is also available on the Company's website i.e. www.centurytextind.com and also on the website of NSDL i.e. www.evoting.nsdl.com.

The above is for your information and record.

Thanking you,

Yours faithfully,

For CENTURY TEXTILES AND INDUSTRIES LIMITED



ATUL K. KEDIA
Company Secretary

Encl: as attached

Cc:

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

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

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

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



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@birlacentury.com; Website: www.centurytextind.com

CIN: L17120MH1897PLC000163

Period of remote e-voting

Start Date & Time: **Wednesday, the 21st September, 2022
from 09:00 a.m. (IST)**

End Date & Time: **Thursday, the 20th October, 2022 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. 14/2020 dated 08th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December, 2021, other relevant General Circulars, if any, and General Circular No. 3/2022 dated 05th May, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), 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 the appointment of Mr. R. K. Dalmia as Managing Director and his continuation as Key Managerial Personnel of the Company for the period of three years with effect from 12th August, 2022 on the terms and conditions of such appointment including terms of remuneration 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, the 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 Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, 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.

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 appointment of Managing 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 25th July, 2022, 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 Wednesday, the 21st September, 2022 and ends at 05:00 p.m. (IST) on Thursday, the 20th October, 2022.

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 Saturday, 22nd October, 2022.

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 and on the website of NSDL www.evoting.nsdl.com.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. R. K. DALMIA AS THE MANAGING 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Secretarial Standard-2 on General Meetings and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and Articles of Association of the Company and subject to such other approvals as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. R. K. Dalmia (holding DIN:00040951) as the Managing Director and his continuation as Key Managerial Personnel of the Company with effect from 12th August, 2022 including the continuation of his appointment as Managing Director after attaining the age of 70 years on 21st March, 2024 during the tenure of his appointment, upon the terms and conditions including terms of remuneration as set out hereunder:-

- A. **Period:**
Three years with effect from 12th August, 2022 with liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. **Remuneration w.e.f. 12th August, 2022:**
- (i) Basic Salary: Rs.7,65,000/- (Rupees Seven Lacs Sixty Five Thousand) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 9,60,000/- (Rupees Nine Lacs Sixty Thousand) per month as Basic Salary.
 - (ii) Special Allowance: Rs.30,82,903/- (Rupees Thirty Lacs Eighty Two Thousand Nine Hundred Three) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.39,00,000/- (Rupees Thirty Nine Lacs) per month.
 - (iii) House Rent Allowance: 50% of Basic Salary.
 - (iv) Following allowances/perquisites/facilities/amenities are given as per the Company's Rules:-
 - a) Company's contribution towards provident fund per month (presently 12% of basic salary) and Superannuation Fund (15% of basic salary with option of converting the amount to a cash out allowance) – as per applicable Rules, including Income-tax Rules, 1962.
 - b) Leave Travel Allowance / Expenses – Rs.1,00,000/- (Rupees One Lac) per annum.
 - c) Medical and life insurance: As per the policy of the Company.
 - d) Leave and encashment of leave: As per the policy of the Company.
 - e) Personal Accident Insurance: As per the policy of the Company.
 - f) Gratuity: As per applicable Rules or as approved by the Board.
 - g) Two cars up to a maximum combined value of Rs. 65,00,000/- (Rupees Sixty Five Lacs).
 - h) Car allowances (Petrol + Maintenance) can be claimed against actual expenses. Two Drivers with combined salary not to exceed Rs.1,10,000/- (Rupees One Lac Ten Thousand) per month.
 - i) Telephone and wi-fi connection at residence and Mobile Phone expenses.
 - j) Housing Society, Electrical charges and Gas etc. – up to Rs.8,40,000/- (Rupees Eight Lacs Forty Thousand) per year; and payment to two servants not exceeding Rs.1,00,000/- (Rupees One Lac) per month.
 - k) One Corporate Club membership & expenses during his tenure of service.
 - l) Other Benefits & Perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in future and / or any other allowances, perquisites as the Board may, from time to time decide.
- C. In case Mr. R. K. Dalmia is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits, applicable to that level, will also apply to him.
- D. Annual remuneration review is effective from 01st July each year, as per the Policy of the Company.
- E. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197 and 198 read with Schedule V and other applicable

provisions of the Act, or any statutory modification or re-enactments thereof for the time being in force or otherwise as may be permissible at law.

- G. When in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to Mr. R. K. Dalmia as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act and the approval of the Central Government, if required or any other approvals as may be required under law.
- H. Though considering the provisions of Section 188 of the Act and the applicable Rules and Schedule of the Act, Mr. R. K. Dalmia would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures / Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board of Directors / Committee(s) of Subsidiaries / Joint Ventures / Associates of the Company or companies promoted by Century Textiles and Industries Limited.
- I. The Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include any committee constituted or to be constituted by the Board) be and is hereby authorized to alter, modify or revise from time to time, the terms and conditions of appointment including terms of remuneration of Mr. R. K. Dalmia, as the Managing Director of the Company, subject to the limits as per approval of the shareholders in such manner as may be considered appropriate in the best interests of the Company as may be permissible at law.
- J. The appointment of Mr. R. K. Dalmia, as a Whole-time Director of the Company, approved at the 124th Annual General Meeting of the Company has come to an end with effect from 12th August, 2022.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary in this regard."

By Order of the Board of Directors

Sd/-

Atul K. Kedia

Company Secretary

Membership No. ACS 10100

Mumbai, 13th September, 2022

Registered office:

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

CIN: L17120MH1897PLC000163

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

E-mail: ctil.secretary@birlacentury.com

Website: 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 pertaining to the above resolution seeking appointment of Managing Director, setting out material facts and reasons thereof, is annexed hereto and forms part of this Notice.
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. **Instructions for dispatch of Postal Ballot Notice through electronic mode, registration of email id and remote e-voting:**

A. Dispatch of Postal Ballot Notice through electronic mode:

- i) 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 Wednesday, the 14th September, 2022, ("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 Company's website www.centurytextind.com, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

- ii) 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.

- iii) 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. 3C of this Notice.

- iv) The remote e-voting shall commence on Wednesday, the 21st September, 2022 at 09:00 a.m. (IST) and shall end on Thursday, the 20th October, 2022 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. Wednesday, the 14th September, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- v) 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.
- vi) 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 Saturday, the 22nd October, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
- vii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.centurytextind.com and on the website of NSDL 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.
- viii) The 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. Thursday, the 20th October, 2022.
- ix) The vote in this Postal Ballot cannot be exercised through proxy.
- x) Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to ctil.secretary@birlacentury.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during business hours on all working days, until the last date of remote e-voting i.e. Thursday, the 20th October, 2022.
- xi) The Company hereby requests all its Members 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 and on the website of RTA namely Link Intime India Private Limited i.e. 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.

B. Registration of Email ID to receive this notice electronically:

If your e-mail address is not registered with the RTA/ Depositories, you may register on or before 05:00 P.M. (IST) on Wednesday, the 12th October, 2022 to receive this Postal Ballot Notice by sending an e-mail / letter to the Company's RTA at rnt.helpdesk@linkintime.co.in.

Please note that the above facility is only for temporary registration of e-mail address for receipt of this Notice and the e-Voting instructions along with the User ID and Password. Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-Voting by providing demat account number/ Folio number, client master or copy of Consolidated Account Statement, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).

For permanent registration of e-mail, please contact your Depository Participant, if shares are held in electronic form and Registrar and Share Transfer Agent, if shares are held in physical form.

C. 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 December 9, 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., Wednesday, the 14th September, 2022**. 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 Wednesday, the 21st September, 2022 from 09:00 A.M. (IST) and ends on Thursday, the 20th October, 2022 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.co.in / 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Asst. Vice President / Mr. Anubhav Saxena, Asst. Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at e-mail ID: evoting@nsdl.co.in.

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-voting facility provided by Listed Entities”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none">1. 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.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.jsp3. 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 |

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| | <p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <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 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-</p> |

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| | 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 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 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 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 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 122550 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.

General Guidelines for shareholders:

1. 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 together 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 with a copy marked to evoting@nsdl.co.in. Alternatively, they can also upload the Board Resolution /Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
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 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@birlacentury.com with a copy to evoting@nsdl.co.in.
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 with a copy to evoting@nsdl.co.in. 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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

Mr. R. K. Dalmia (holding DIN:00040951) was re-appointed as a Whole-time Director of the Company with effect from 15th September, 2021 up to 31st March, 2023 and the same was approved by the shareholders at the Annual General Meeting of the Company held on 16th July, 2021. Mr. R. K. Dalmia is working with the Company for the last more than 37 years at very senior positions and presently he is also the Senior President of Textile Division of the Company. Considering rich experience, skills and expertise, appointment of Mr. R. K. Dalmia (holding DIN:00040951) as Managing Director of the Company was proposed consequent to Mr. J. C. Laddha's tenure as a Managing Director expiring on 11th August, 2022.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 25th July, 2022, appointed Mr. R. K. Dalmia (holding DIN: 00040951) as Managing Director and his continuation as a Key Managerial Personnel of

the Company for a period of three years with effect from 12th August, 2022 not liable to retire by rotation subject to the approval of the members. Consequent to his appointment as the Managing Director of the Company the appointment of Mr. R. K. Dalmia, as a Whole-time Director of the Company, approved at the 124th Annual General Meeting of the Company has come to an end with effect from 12th August, 2022.

Mr. Dalmia has given his consent to act as the Managing Director and for his continuation as a Key Managerial Personnel of the Company. A declaration has been received from him that he satisfies all the conditions set out in Part-I of Schedule V of the Act read with Section 196 of the Act for being eligible for his appointment as above.

Brief profile of Mr. R. K. Dalmia:

Mr. R. K. Dalmia, aged 68 years holds a bachelor's degree in Commerce and he is a fellow member of the Institute of Chartered Accountants of India. His Director Identification Number is 00040951. Mr. Dalmia being the Senior President of the Textile Division has been in the service of the Company for the last more than 37 years and has in depth and varied experience of textiles and real estate businesses of the Company.

Mr. Dalmia started his stint as Vice President in the Technological Institute of Textiles and Sciences, (TITS) Haryana. His service was transferred from TITS to Century Textiles in the year 1985 and has been with the Group since last four decades. Under his stewardship, the Century Mill went on to win numerous accolades from the Government of India and the textile industry. As the textiles industry moved out of Mumbai, he was instrumental in the establishment of the current textile plant at Bharuch and also led the development of commercial building Birla Centurion on the erstwhile Century Mill's land at Worli, Mumbai where new real estate project 'Birla Niyaara' is being developed. He is also a Director on the Board of Birla Estates Private Limited, a wholly owned real estate subsidiary of the Company.

He has been awarded with CText FTI by The Textile Institute, Manchester, U.K. in the year 1998. He held chairmanship of various industry association and chambers viz. Mill owners Association, Mumbai representing Textiles (2003 to 2007 and April 2010 to November 2015), Confederation of Indian Textile Industry (CITI) (2008- 2009) and The Cotton Textile Export Promotion Council (TEXPROCIL) (2014-2016).

His role involves providing vision and strategic guidance to the Company and to ensure to remain competitive, cost efficient and remunerative. Further, as Managing Director, he is entrusted with substantial powers of management of the affairs of the Company, subject to superintendence, direction and control of the Board of Directors. He is having vast experience of corporate management, in-depth knowledge of the textile and real estate industry and possesses all required competencies. Thus, he is ideally suited for this role and responsibility.

The terms and conditions of appointment including remuneration of Mr. R. K. Dalmia as the Managing Director of the Company as set out in the resolution are subject to your approval. The remuneration to be approved is in accordance with the remuneration policy of the Company and is commensurate with the nature of qualification, vast experience, skills and expertise in the business and the amount of remuneration drawn by his peers. So long as Mr. R. K. Dalmia functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

Considering the quality of experience, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment, the Board

recommends appointment of Mr. R. K. Dalmia as the Managing Director of the Company for a period of three years with effect from 12th August, 2022, on the terms and conditions of his appointment including terms of remuneration as set out in the resolution at Item No. 1 of this Notice.

Further, since Mr. Dalmia would be attaining seventy years of age on 21st March, 2024 during his tenure of three years as Managing Director of the Company, hence the approval of the Members through Special Resolution would be required for him to continue as Managing Director of the Company after the aforesaid date pursuant to the provisions of Section 196 of the Companies Act, 2013. Therefore, approval of the Members by Special Resolution for appointment of Mr. Dalmia as Managing Director of the Company including the continuation of his appointment as Managing Director after attaining the age of seventy years on the aforesaid date during the tenure of his appointment i.e. from 12th August, 2022 to 11th August, 2025 is being sought. Though Mr. R. K. Dalmia will be crossing the age of seventy during his term of appointment, presently he is in good physical condition and he is of a sound and alert mind. The Board is confident about Mr. R. K. Dalmia being able to function and discharge his duties in an able and competent manner.

Besides the proposed appointment, Mr. R. K. Dalmia does not have any pecuniary relationship with the Company. He holds 7,150 equity shares of face value of Rs.10/- each of the Company. No managerial personnel or any other director on the Board of the Company is related to him.

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

The Board commends the Special Resolution set out at Item No. 1 of this Notice for the approval by the Members.

Except Mr. R. K. Dalmia, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives are in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No.1 of the Notice

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

Mumbai, 13th September, 2022

Registered office:

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

CIN: L17120MH1897PLC000163

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

E-mail: ctil.secretary@birlacentury.com

Website: www.centurytextind.com

ANNEXURE

Disclosure relating to Director seeking appointment as Managing 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 | Mr. R. K. Dalmia |
| Director Identification Number (DIN) | 00040951 |
| Date of Birth/Age | 21 st March, 1954/68 years |
| Date of First Appointment on the Board | 15 th September, 2018 |
| Experience and expertise in specific functional areas | Rich experience of more than 37 years in textile industry and expertise in the fields of Strategic Management, Finance & Marketing, Real Estate etc. |
| Qualification(s) | Commerce Graduate and Chartered Accountant |
| Terms & Conditions of appointment and proposed remuneration to be paid | Terms and Conditions of appointment including remuneration as set out in the resolution of the Notice are as per the Nomination and Remuneration Policy of the Company. |
| Remuneration last drawn | Rs. 4.98 crores in FY2021-22 as a Whole-time Director |
| Shareholding in the Company including shareholding as a beneficial owner | 7,150 shares |
| Number of Board meetings attended during the year | 3 out of 3 |
| Directorships held on the Board of other Indian Public Limited Companies including listed entities | 1. Udyog Upskill Limited 2. Birla Consultants Limited 3. Birla Industrial Finance (India) Limited 4. Birla Industrial Investments (India) Limited |
| Listed entities from which resigned in the past three years | None |
| Chairmanship/Membership of the Committees of the Board of Directors of the Company | Member of Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee |
| Chairmanship/Membership of the Committees of the Board of Directors of other Public Limited Companies including listed entities in which he holds Directorship | None |
| Relationship between Directors inter-se and other Key Managerial Personnel of the Company | None |