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: ctil.ho@birlacentury.com Website: www.centurytextind.com
CIN-L17120MH1897PLC000163

OUR REF. : SH/XII/ 615 /2019 11.02.2019

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

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

Dear Sir,

Re : Notice for postal ballot and e-voting

With reference to the above, please find attached herewith a copy of notice for postal ballot and postal ballot form seeking approval of the shareholders of the Company by postal ballot including voting by electronic means for the following businesses as Special Resolutions :

1. Continuation of holding office of Non-executive Director of the Company by Shri B.K. Birla (DIN: 00055856) who is above the age of 75 years till the end of his term, i.e. till he retires from office as Director by rotation.

2. Continuation of holding of the office of Independent Non-executive Director of the Company by Shri Pradip Kumar Daga (DIN: 00040692) who is above the age of 75 years upto his existing term/tenure ending 24th July, 2019 and also authorizing Board of Directors of the Company to appoint him as an Independent Director of the Company upon the expiry of his present tenure of office, on such terms and conditions as the Board of Directors may deem fit.

The above is for your information and record.

Thanking you,

Yours truly,
For Century Textiles and Industries Ltd.,

Vice President (Legal) &
Company Secretary

Encl : as above

B K BIRLA GROUP OF COMPANIES

B K BIRLA GROUP OF COMPANIES

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400 030.
CIN: L17120MH1897PLC000163
Phone : + 91-022-24957000 • Fax : + 91-22-24309491, + 91-22-24361980
Website : www.centurytextind.com • Email: ctil.secretary@birlacentury.com

Start Date : Friday, the 15th February, 2019
Last Date : Saturday, the 16th March, 2019

NOTICE FOR POSTAL BALLOT AND E-VOTING

[Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Management Rules") the resolutions appended below are proposed to be passed by way of Postal Ballot / E-Voting. The Explanatory Statement pertaining to said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form, for your consideration.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing e-voting facilities in a secure manner. The Company has appointed Shri Gagan B. Gagrani, Practicing Company Secretary, Membership No. FCS 1772 and CP No. 1388 as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ E-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the Postal Ballot Form duly completed in the attached self-addressed, postage prepaid business reply envelope, if posted in India, so as to reach the Scrutinizer not later than close of working hours (5.00 p.m. IST) on Saturday, March 16, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage expenses will be borne and paid for by the Company.

In compliance with the provision of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering e-voting facility as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled / blocked after the business hours i.e. on Saturday, March 16, 2019 for voting by the Members. The Members have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, Members can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If a member is opting for e-voting, then he should not vote through Postal Ballot Form and vice versa. In case Members cast their vote by postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to any of the Directors of the Company, after completion of scrutiny of Postal Ballot Forms (including e-voting) in a fair and transparent manner. The result of the postal ballot will be announced on or before Monday, March 18, 2019 and will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The result of the postal ballot will also be displayed on the Company's website i.e. www.centurytextind.com and on the website of NSDL i.e. www.evoting.nsdl.com

SPECIAL BUSINESS :

1. APPROVAL FOR CONTINUATION OF HOLDING THE OFFICE OF NON- EXECUTIVE DIRECTOR BY SHRI B.K. BIRLA

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

"RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, which is effective from April 1, 2019, and other applicable Regulations, as amended from time to time ("Listing Regulations") and applicable provisions of the Companies Act, 2013, as amended from time to time read with the reasons and justification as stated in the explanatory statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding of the office of Non- executive Director of the Company by Shri B.K. Birla (DIN : 00055856) who is above the age of 75 (seventy five) years till the end of his term, i.e. till he retires from office as Director by rotation.

FURTHER RESOLVED THAT Shri R.K. Dalmia, Whole-time Director (DIN : 00040951) and Shri Atul Kumar Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

2. APPROVAL FOR CONTINUATION OF HOLDING THE OFFICE OF INDEPENDENT NON- EXECUTIVE DIRECTOR BY SHRI PRADIP KUMAR DAGA

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

"RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from April 1, 2019, and other applicable Regulations, as amended from time to time ("Listing Regulations") and applicable provisions of the Companies Act, 2013, as amended from time to time read with the reasons and justification as stated in the explanatory statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding of the office of Independent Non- executive Director of the Company by Shri Pradip Kumar Daga (DIN : 00040692), who is above the age of 75 years upto his existing term/tenure ending 24th July, 2019;

RESOLVED FURTHER that the consent of members of the Company be and is hereby given under the said Regulation 17(1A) and the Board of Directors of the Company be and is hereby authorized to appoint Shri Pradip Kumar Daga as an independent director of the Company upon the expiry of his present tenure of office, on such terms and conditions as the Board of Directors may deem fit.

FURTHER RESOLVED THAT Shri R.K. Dalmia, Whole-time Director (DIN 00040951) and Shri Atul Kumar Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board,
For Century Textiles and Industries Limited
Atul K. Kedia
Vice President (Legal) &
Company Secretary

Place: Mumbai
Date : 28th January, 2019

NOTES :

1. Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, in respect of special resolutions to be passed through postal ballot/e-voting is annexed hereto along with the Postal Ballot Form for your consideration.
2. This Notice is being sent by electronic mode to those members, whose e-mail address are registered with the Company/ National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (collectively, "Depositories"), unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail address, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website www.centurytextind.com and on the NSDL website www.evoting.nsdl.com
3. Voting Rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, the 8th February, 2019 i.e. "Cut Off date". Only those Members whose names are recorded in the register of members of the Company or in the list of beneficial owners as on the Cut Off Date will be entitled to cast their votes by Postal Ballot or e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 1 :

Securities and Exchange Board of India **("SEBI")** has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") to be effective from 1st April, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to obtain approval of shareholders by way of special resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Regulation 17(1A) will become effective from 1st April, 2019.

Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Director by Shri B. K. Birla, who is presently already above the age of 75 (Seventy Five) years, till he becomes liable to retire by rotation, pursuant to Section 152 of the Companies Act, 2013, in the Annual General Meeting of the Company.

Shri B.K. Birla is one of the Promoter Directors of the Company and is the Chairman of Board of Directors since 1973. He is a Non-Executive Director and also a member of Nomination and Remuneration Committee of the Board.

Shri B.K. Birla is a well-known leading industrialist having vast rich business experience.

It is under his leadership and guidance the Company has diversified from Textiles into Cement, Paper and Real Estate which are presently the main businesses of the Company.

Shri B.K. Birla is Chairman of Century Enka Ltd., Kesoram Industries Ltd. and Jayshree Tea & Industries Ltd. and also on the Board of Pilani Investment and Industries Corporation Ltd.

It is his strong acumen and belief in Corporate Governance which enabled the Company in manufacturing products from diversified industries and to face intense competition and challenges of the businesses.

His proactive leadership and foresight has immensely contributed in the success of the Company.

He is associated with various charitable trusts and educational, cultural & philanthropic institutions.

Shri B.K. Birla is related to Smt. Rajashree Birla being his son's wife. He is grandfather of Shri Kumar Mangalam Birla.

Shri B. K. Birla is interested in the resolution set out at Item No.1 of the Notice. Except Shri B.K. Birla and Smt. Rajashree Birla, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Considering the rich experience, leadership quality and his valuable contribution to the Company, the Board of Directors recommend the approval by the Members for continuation of directorship of Shri B.K. Birla as a Non Independent Director, notwithstanding that he has attained the age of seventy five years.

Item No. 2 :

Shri Pradip Kumar Daga was appointed as Non-Executive Independent Director of the Company under Section 149 and Schedule IV of the Companies Act, 2013 for a term of five consecutive years in the 117th Annual General Meeting of the Company, which would come to an end on 24th July, 2019.

As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) as amended by notification no. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, the approval of members by way of a special resolution is required for continuation of his directorship with effect from 1.4.2019 since Shri Pradip Kumar Daga has already attained the age of seventy five years. With a view to enable the Board of Directors to consider the appointment of Shri Pradip Kumar Daga as an independent director

of the Company upon the expiry of his present tenure of office, it is proposed to authorize the Board in that behalf so that any such appointment, if made, is in due compliance of the provisions of the said Regulation 17(1A).

Shri Pradip Kumar Daga holds a Bachelor of Commerce degree with honours from St. Xaviers College, Kolkata.

Shri Daga is an industrialist having rich business experience and has been a part of the Board of Directors of the Company since 1963. Shri Daga is the Chairman of the Nomination & Remuneration Committee of the Board of the Company and a member of various other Committees including Audit Committee and Stakeholders Relationship Committee of the Board of the Company. He is also a member of the Board of Directors of various other reputed Companies.

His advice and in depth knowledge particularly of textile industry have always been beneficial to the Company.

Shri Pradip Kumar Daga is interested in the resolution set out at Item No.2 of the Notice. Except Shri Pradip Kumar Daga, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board of Directors recommends Special Resolution set out at Item No.2 of the Notice for approval by the Members.

By Order of the Board,
For Century Textiles and Industries Limited
Atul K. Kedia
Vice President (Legal) &
Company Secretary

Place: Mumbai
Date : 28th January, 2019

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. Members desirous of exercising vote by physical postal ballot should complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed postage prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the member will also be accepted. The members are requested to convey their assent or dissent in the enclosed Postal Ballot Form.
2. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self- addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the members as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first named member and his/her absence, by the next named member. Holder(s) of Power of Attorney(s) (POA) on behalf of the member(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the members other than the individual members, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar/ Depository and it should be accompanied by a certified copy of board resolution/ authorisation together with the specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Postal Ballot Form signed by the holder of POA for and on behalf of a member of the company must be accompanied by the copy of POA duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
6. Members are requested not to send any paper (other than the resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business

reply envelope as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.

7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.

8. In case a Member is desirious of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to Mr. Atul Kumar Kedia, Company Secretary at ctil.secretary@birlacentury.com

9. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.

10. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

11. A member cannot exercise his vote by proxy on Postal Ballot.

The process and manner for remote e-voting are as under :-

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 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the

duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gbgagrani@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO POSTAL BALLOT NOTICE DATED 28TH JANUARY, 2019

DISCLOSURE RELATING TO DIRECTORS SEEKING CONTINUATION OF APPOINTMENT WITH EFFECT FROM 1ST APRIL, 2019 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:

Name of the Director	**Shri B.K. Birla**	**Shri Pradip Kumar Daga**
DIN	00055856	00040692
Age	97 years	81 years
Date of appointment on the Board	23.05.1973	04.06.1963
Expertise in specific Functional areas	Industrialist having vast rich business experience	Industrialist having rich business experience
Number of meetings of the Board attended during the Financial year commenced from 1st April, 2018.	One	Seven
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Pilani Investment and Industries Corporation Limited Kesoram Industries Limited Jay Shree Tea & Industries Limited Century Enka Limited	Deepak Spinners Ltd. Longview Tea Company Ltd. Deepak Gears Ltd. Deepak Industries Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	**Audit Committee** Longview Tea Company Ltd.– Member
Number of shares held in the Company	1,99,800	80
Relationship between Directors Interse and other Key Managerial Personnel of the Company*	Related to Smt. Rajashree Birla being his son's wife and though not related as per the provisions of the Companies Act, 2013 he is grandfather of Shri Kumar Mangalam Birla.	Nil
Terms and Conditions of appointment/re-appointment along with details of remuneration last drawn by such person	Continuation of Appointment as a Non-Executive Director subject to retirement by rotation. Remuneration for FY 2017-18 is Rs.22 lacs by way of sitting fees and commission.	Continuation of his appointment as an Independent Director of the Company, to hold office for his remaining term with effect from 1st April, 2019 to 24th July, 2019. Remuneration for FY 2017-18 is Rs.24 lacs by way of sitting fees and commission.

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

* Under the Companies Act, 2013.

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: CENTURY BHAVAN, DR. ANNIE BESANT ROAD, WORLI, MUMBAI 400030, INDIA.
Tel.: +91-022-24957 000 ; **Fax:** +91-22-2430 9491, +91-22-2436 1980
Email: ctil.secretary@birlacentury.com ; **Website:** www.centurytextind.com
CIN: L17120MH1897PLC000163

The last date for receipt of Postal Ballot is Saturday, 16th March, 2019, 5:00 p.m.

POSTAL BALLOT FORM

Sr. No.:

1 Name and Registered Address of the sole / first named Member (in Block letters) :

2 Name(s) of the Joint Member(s), if any :

3 Registered Folio No. / DP ID No. * / Client ID No. * (*applicable to investors holding shares in dematerialized form) :

4 Number of Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in Postal Ballot Notice dated 28th January, 2019 for the equity shareholders of the Company pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 by sending my / our assent or dissent to the said Resolution by placing the tick [√] mark at the appropriate box below:

Item No.	Brief Details of the Resolution	No. of Shares	I / We assent (agree) to the Resolution (FOR)	I / we dissent to the Resolution (AGAINST)
1.	**Special Resolution :** Approval for continuation of appointment of Shri B. K. Birla as Non-executive Director with effect from 1st April, 2019			
2.	**Special Resolution :** Approval for continuation of appointment of Shri Pradip Kumar Daga as Non-executive, Independent Director with effect from 1st April, 2019			

Place :

Date : _____
Signature of the Equity Shareholder

Electronic Voting Particulars

The e-voting facility is available at the link **https://www.evoting.nsdl.com.** The electronic voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	User ID	Password
110381		

NOTES: (i) Please read the instructions printed overleaf carefully before exercising your vote.
(ii) If the Voting rights are exercised electronically, There is no need to use this form.

This postal ballot form duly filled and signed should reach the scrutinizer not later than Saturday the 16th March, 2019 at 5.00 P.M.

INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Equity Shareholder(s) desirous to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballot[s], if sent by courier at the expense of the Equity Shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the Equity Shareholder. In case of joint holding, this form should be completed and signed [as per the specimen signature registered with the Company or furnished by NSDL/ CDSL to the Company, in respect of share(s) held in the physical form or demat form respectively] by the first named Equity Shareholder and in his absence, by the next named joint Equity Shareholder.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before Saturday, the 16th March, 2019 at 5:00 p.m. Postal Ballot Form received after this time and date will be strictly treated as if the reply from the Equity Shareholder has not been received.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Equity Shareholders as on the cut-off date i.e. Friday, the 8th February, 2019.
6. Equity Shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the Company's website at *www.centurytextind.com*. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than Saturday, the 16th March, 2019 at 5:00 p.m.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Equity Shareholders are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the said paper[s]/ document[s] will not be acted upon.
10. Equity Shareholders are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium/s like pencil.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. Equity Shareholders can opt only one mode of voting i.e. either by Ballot or through e-voting. In case, you are opting for voting by ballot, then please do not cast your vote by e-voting and vice-versa. In case Equity Shareholder(s) cast their votes both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid. Equity Shareholder(s) casting their votes through e-voting may log on *www.evoting.nsdl.com* and cast their vote, instructions for which are specified in detail in the Notice of postal ballot.
13. In the case of shares held by companies, financial institutions, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation.
14. A Postal Ballot Form shall be considered invalid if:
    a. Signature on the Postal Ballot Form does not match the specimen signature with the Company.
    b. A form other than one issued by the Company has been used.
    c. It has not been signed by or on behalf of the Equity Shareholder.
    d. It is not possible to determine without any doubt the assent or dissent of the Equity Shareholder.
    e. If the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total numbers of shares held.
15. Only an Equity Shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any receipt of the Notice of postal ballot, who has no voting rights should treat the notice as intimation only.
16. A member need not use all his/ her votes nor does he / she need to cast his / her votes in the same way on all the Resolutions.