ADITYA BIRLA
CENTURY

28th February, 2023

National Stock Exchange of India Limited (NSE)
Exchange Plaza, 05th floor,
Bandra-Kurla Complex
Bandra (East), Mumbai-400 051.
Scrip Code: CENTURYTEX

Dear Sir/ Madam,

Ref.: **E-mail from neaps@nse.co.in dated 24th February, 2023, seeking clarification with respect to announcement made by the Company in the outcome of the Board Meeting held on 16th January, 2023 regarding approval of CTIL Employee Stock Option Scheme 2023.**

Sub: **Reply to the queries of NSE e-mail**

Please note that all the details related to CTIL Employee Stock Option Scheme (**"Scheme"**) as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD/4/2015 dated 09th September, 2015, are provided in the Explanatory Statement of the Postal Ballot Notice dated 31st January, 2023 of the Company. The said Postal Ballot Notice is already uploaded and available on the websites of the Stock Exchanges and of the Company.

Further, with reference to your e-mail regarding the captioned subject, please note the following details as sought by you. Please note that these details are mentioned in the Postal Ballot Notice dated 31st January, 2023 as referred above sent to the shareholders seeking their approval. For your ready reference, a copy of Postal Ballot Notice is attached.

1. **The brief details of options granted:**
   The total number of Options to be granted under the Scheme shall not exceed 17,25,000 (Seventeen Lakhs Twenty-Five Thousand Only) Options which is 1.54% of the equity share capital of the Company. The source of entire 17,25,000 (Seventeen Lakhs Twenty-Five Thousand Only) shares shall be from the secondary acquisition through the Trust.

   The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

   Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and

CENTURY TEXTILES AND INDUSTRIES LTD. MUMBAI 400030

ADITYA BIRLA

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unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares will be available for grant under the present Scheme 2023 or under a new scheme, subject to compliance with Applicable Laws.

2. **Pricing formula:**
   The exercise price shall be the average purchase price of shares acquired through the Secondary acquisition by the Trust in one or more tranches. However, the exercise price shall not be less than face value of the share of the Company.

3. **Time within which option may be exercised:**
   The exercise period would commence from the date of vesting and will expire on completion of 4 (four) years from the date of respective vesting or such other shorter period as may be decided by the Committee at the time of grant. However, in the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable within such period as may be determined by the Committee in this regard and in accordance with SEBI SBEB & SE Regulations.

   The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

Please further note that the above grant is subject to the approval of the shareholders through postal ballot for which e-voting is presently going on i.e. from 08th February, 2023 to 09th March, 2023.

Hope the above details satisfy your requirements.

Thanking you,

Yours faithfully,

For **CENTURY TEXTILES AND INDUSTRIES LIMITED**

CENTURY TEXTILES AND INDUSTRIES LTD. MUMBAI 400030

ATUL K. KEDIA
Sr. Vice President (Legal) & Company Secretary
Encl: as above

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; Website: www.centurytextind.com
CIN: L17120MH1897PLC000163

Period of remote e-voting	
Start Date & Time:	**Wednesday, the 08th February, 2023 from 09:00 a.m. (IST)**
End Date & Time:	**Thursday, the 09th March, 2023 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. 11/2022 dated 28th December, 2022 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 the adoption of CTIL Employee Stock Option Scheme 2023 and implementation of the same through the CTIL Employee Welfare Trust and other incidental matters as set out in the proposed Special Resolutions and the explanatory statement setting out the material facts and salient features of the Scheme as required in terms of Sections 67, 102, 110 and other applicable provisions, if any of the Act read with the Rules and the MCA Circulars, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), 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 resolutions 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 details required as per the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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 16th January, 2023, 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 08th February, 2023 and ends at 05:00 p.m. (IST) on Thursday, the 09th March, 2023.

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, the 11th March, 2023.

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 1: Approval of the 'CTIL Employee Stock Option Scheme 2023' 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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules framed thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee ("Committee") which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the members of the Company be and is hereby given to the introduction and implementation of 'CTIL Employee Stock Option Scheme 2023' ("**ESOS 2023**" or "**Scheme"**) by the Board of Directors of the Company to create, offer and grant from time to time, in one or more tranches, not exceeding **17,25,000 (Seventeen Lakhs Twenty Five Thousand Only) employee stock options** ("Options") to or for the benefit of such person(s) working exclusively with the Company and its Group Company(ies) (as defined in SEBI SBEB & SE Regulations) including Subsidiary Company(ies) and Associate Company(ies) of the Company, whether in or outside India, including any Director, whether whole-time or not (excluding the Employees/Directors who are Promoters and persons belonging to the Promoter group, Independent Directors and Directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than **17,25,000 (Seventeen Lakhs Twenty Five Thousand Only) equity shares** ("Shares") of face value of Rs. 10/- (Rupees Ten) each fully paid-up, to be sourced from secondary acquisition on recognized stock exchange, from time to time, through an employee welfare trust namely 'CTIL Employee Welfare Trust' ("Trust") being set-up by the Company, where one Option upon exercise shall convert into one share and to be transferred to the Option grantee by the Trust subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank *pari passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger or scheme of arrangement, sale of divisions and change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of shares reserved under the Scheme shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT in case the shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per share shall bear to the revised face value of the share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the Stock Exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient and do all other things incidental and ancillary thereof for the purpose of giving effect to the aforesaid resolutions."

Item 2: To approve grant of Employee Stock Options to the employees of Group Company(ies) including Subsidiary Company(ies) or Associate Company(ies) of the Company under 'CTIL Employee Stock Option Scheme 2023'.

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules framed thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any

authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), the approval of the members of the Company be and is hereby given to the Board to create, offer and grant from time to time, in one or more tranches, such number of employee stock options ("Options") under the 'CTIL Employee Stock Option Scheme 2023' ("**ESOS 2023**" or "**Scheme**") within the limit prescribed therein to or for the benefit of such person(s) who are exclusively working with Group Companies including Subsidiary Company(ies) or Associate Company(ies) of the Company, whether in India or outside India, including any Director thereof, whether whole-time or not (excluding the Employees/Directors who are Promoters and persons belonging to the Promoter group, Independent Directors and Directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), subject to the eligibility as may be determined under the scheme exercisable into corresponding number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid-up upon exercise and be transferred to the Option grantee by the 'CTIL Employee Welfare Trust' ("Trust"), at such exercise price on such terms and in such manner as may be determined by the Board /Committee in accordance with the provisions of the applicable laws and the provisions of Scheme."

Item 3: Approval of (a) secondary acquisition of Shares through Trust route for the implementation of 'CTIL Employee Stock Option Scheme 2023' (b) provision of money by the Company for purchase of its own Shares by the Trust under the Scheme

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

"RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, and relevant applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), which may be agreed and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval of the members of the Company be and is hereby given to the Board to:

(a) acquire or purchase, hold and transfer not exceeding 17,25,000 (Seventeen Lakhs Twenty Five Thousand Only**)** equity shares ("Shares") of face value of Rs.10 (Rupees Ten) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB & SE Regulations, by way of secondary acquisition on the recognized stock exchanges, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'CTIL Employee Welfare Trust' ("Trust"), for the purpose of implementation of the Scheme in due compliance with the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, Act and other applicable laws.

(b) grant financial assistance or loan or provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, for such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2022, to the irrevocable employee welfare trust of the Company namely the 'CTIL Employee Welfare Trust' ("Trust") being set up by the Company, with a view to enable the Trust to purchase equity shares of the Company of face value of Rs.10/- (Rupees Ten) each fully paid-up, from secondary acquisition on the recognised stock exchanges for the purposes of 'CTIL Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme").

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger or scheme of arrangement, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustees of the Trust shall not vote in respect of the shares subscribed, acquired and held by the Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the Stock Exchange, the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Listing Regulations, the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding, listing of shares on the stock exchanges and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures to the relevant authorities from time to time as may be prescribed.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB & SE Regulations and directions of the Board/Committee.

RESOLVED FURTHER THAT any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of the Shares under the Scheme shall be without charging any interest and repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient and do all other things incidental and ancillary thereof for the purpose of giving effect to the aforesaid resolutions."

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

Mumbai, 31st January, 2023

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
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 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 resolutions, 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 resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have 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 01st February, 2023, ("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 Resolutions 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 08th February, 2023 at 09:00 a.m. (IST) and shall end on Thursday, the 09th March, 2023 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 01st February, 2023 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 11th March, 2023. 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 Resolutions, 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 09th March, 2023.

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.secretarialdesk@adityabirla.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 09th March, 2023.

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, 01st March, 2023, 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 01st February, 2023**. 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 08th February, 2023 from 09:00 A.M. (IST) and ends on Thursday, 09th March, 2023 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 / 022 - 4886 7000 and 022 - 2499 7000 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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 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	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or

holding securities in demat mode with NSDL	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.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon

	& New System Myeasi Tab and then use your existing my easi username & password. 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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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-voting website of NSDL for casting your vote during the remote e-voting period.

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.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

demat mode with CDSL	helpdesk.evoting@cdslindia.com 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 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 123368 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 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 with a copy marked to evoting@nsdl.co.in. 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.

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.: 022 - 4886 7000 and 022 - 2499 7000 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 ctil.investorrelations@adityabirla.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 ctil.investorrelations@adityabirla.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 1 and 2:

Your Company believes that equity-based compensation schemes are effective tools to attract and reward the talents working exclusively with the Company and its Group Companies including Subsidiary Company(ies) and Associate Company(ies) of the Company. With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option scheme namely 'CTIL Employee Stock Option Scheme 2023' ("ESOS 2023"/ "Scheme") seeking to cover eligible employees of the Company and its Group Companies including Subsidiary Company(ies) and Associate Company(ies).

The equity shares ("shares") required for the implementation of the proposed Scheme shall be sourced from the secondary acquisition on recognized stock exchanges subject to such limitation as specified in point (b) below. The Scheme shall be administered through an irrevocable employee welfare trust of the Company namely 'CTIL Employee Welfare Trust' ("Trust"). The contemplated secondary acquisition which shall be done through Trust is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").

For purchase of shares from secondary acquisition, the Trust shall seek loan from the Company. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

As per provisions of Regulation 6 of the SEBI SBEB & SE Regulations, the Company seeks Members' approval by way of a special resolutions for:

(i) Approval of the Scheme seeking to cover eligible employees of the Company;
(ii) Grant of Options to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) of the Company; and
(iii) Secondary acquisition of Shares.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Option to the eligible employees (including Directors) of the Company and its Group Companies including Subsidiary Company(ies) and Associate Company(ies), as may be determined in due compliance of SEBI SBEB & SE Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to get benefit in line with creation of value for the shareholders.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. The Trust shall administer the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed 17,25,000 (Seventeen Lakhs Twenty-Five Thousand Only) Options. The source of entire 17,25,000 (Seventeen Lakhs Twenty-Five Thousand Only) shares shall be from the secondary acquisition through the Trust.

The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares will be available for grant under the present Scheme 2023 or under a new scheme, subject to compliance with Applicable Laws.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Following classes of employees and directors (collectively referred to as "Employees") subject to their eligibility as may be determined under the Scheme are eligible:

(i) an Employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a Director of the Company, whether a whole-time Director or not, including a Non-Executive Director, who is not a Promoter or member of the Promoter group but excluding an Independent Director; or

(iii) an Employee as defined in sub-clauses (i) and (ii) above, of Group Companies including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India,

But does not include:

a) an Employee who is a Promoter or a person belonging to the Promoter group;
b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **5 (five) years** from the date of grant as may be determined by the Committee. For meeting any exigencies, the Committee shall have the power to vary the vesting period subject to these minimum and maximum vesting period.

The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from an Employee to Employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/service as per requirements of the SEBI SBEB & SE Regulations. Besides continuity of employment/service, the Options shall vest subject to achievement of performance conditions, the criteria being a mix of corporate, business unit/segment, and individual performance. Atleast 60% of the Options granted, in one or more tranches, would vest upon achievement of corporate performance criteria as may be determined and approved by the Committee and remaining 40% Options will vest based on tenure, in the manner and schedule approved by the Committee within maximum vesting period of the Scheme. The relative weightage of performance parameters shall be determined by the Committee on each occasion of grant which may differ from Employee to Employee or classes thereof depending on existing and expected role of the concerned Employees.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of **5 (five) years** from the date of grant of Options as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be the average purchase price of shares acquired through the Secondary acquisition by the Trust in one or more tranches. However, the exercise price shall not be less than face value of the share of the Company.

g) Exercise period and the process of Exercise:

The exercise period would commence from the date of vesting and will expire on completion of **4 (four) years** from the date of respective vesting or such other shorter period as may be decided by the Committee at the time of grant. However, in the event of resignation / termination / superannuation / death / permanent incapacity, vested Options shall be exercisable within such period as may be determined by the Committee in this regard and in accordance with SEBI SBEB & SE Regulations.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, etc.

i) Maximum number of Options to be issued per Employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 6,00,000 (Six Lakhs Only).

j) Maximum quantum of benefits to be provided per employee:

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point (i) hereinabove.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered by the Trust.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates acquisition of Shares from the secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid up capital and free reserves as on March 31, 2022, being the statutory ceiling under SEBI SBEB & SE Regulations. The loan amount may be disbursed in one or more tranches.

Any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of the Shares under the Scheme shall be without charging

any interest and repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

n) Maximum percentage of secondary acquisition:

The Scheme envisages purchase of Shares not exceeding ~1.54% of the paid-up equity share capital as on March 31, 2022 by way of secondary acquisition through the Trust. This is well within the statutory limit as prescribed under the SEBI SBEB & SE Regulations.

o) Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any other relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB & SE Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.

q) Period of Lock-in:

The shares transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

s) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Scheme will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of outcome of Postal Ballot i.e. on or before Saturday, the 11th March, 2023.

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

The Board of Directors recommends the Special Resolutions set forth as Item 1 and 2 of the Notice for approval of the members.

Item 3:

The Company intends to implement a new share-based employee benefit scheme namely 'CTIL Employee Stock Option Scheme 2023' ("ESOS 2023" or "Scheme") for which approval is sought from the members in separate resolutions at Item 1 and 2. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely 'CTIL Employee Welfare Trust' ("Trust") being set up by the Company. The proposed Scheme contemplates acquisition of equity shares ("shares") of the Company from the secondary acquisition.

For facilitating acquisition of the shares, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid up equity share capital and free reserves of the Company as on March 31, 2022 being the statutory ceiling as per the SEBI SBEB & SE Regulations read with relevant provisions of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014.

Any financial assistance or the loan to be provided by the Company to the Trust for the purpose of secondary acquisition of shares under the Scheme shall be without charging any interest and shall be repayable to the Company from realization of proceeds of exercise/permitted sale/ transfer of shares and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

a) **The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:**

   Following classes of employees and directors (collectively referred to as "Employees") subject to their eligibility as may be determined under the Scheme are eligible:

   (i) an Employee as designated by the Company, who is exclusively working in India or outside India; or
   (ii) a Director of the Company, whether a whole-time Director or not, including a Non-Executive Director, who is not a Promoter or member of the Promoter group but excluding an Independent Director; or
   (iii) an Employee as defined in sub-clauses (i) and (ii) above, of Group Companies including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India,

   But does not include:
   a) an Employee who is a Promoter or a person belonging to the Promoter group;
   b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

b) **The particulars of the Trustee or employees in whose favour such shares are to be registered:**
It is contemplated that designated Trustee shall acquire and hold the shares of the Company in due compliance of the SEBI SBEB & SE Regulations and Companies Act, 2013. An Employee shall be a registered owner of shares pursuant to exercise of vested Options and transfer of corresponding number of shares by the trustee.

c) **The particulars of trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel, if any:**
The Trust is in the nature of an irrevocable employee welfare trust with the name 'CTIL Employee Welfare Trust'("Trust") having its principal office at Century Bhavan, Dr Annie Besant Road, Worli, Mumbai, Maharashtra – 400030.

Particulars of the Trustees:

Sr. No.	Name	Address	Occupation	Nationality
1	Mr. Arun Gaur	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400030, Maharashtra, India.	Service	Indian
2	Mr. Rupesh Joshi	Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400030, Maharashtra, India.	Service	Indian

The Trustees are neither the Promoters, Directors nor Key Managerial Personnel of the Company nor are related to the Promoters, Directors nor Key Managerial Personnel of the Company.

d) **Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding Independent Directors) may be covered under the Scheme in due compliance with relevant Rules under the Companies Act, 2013 read with SEBI SBEB & SE Regulations.

e) **The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:**
The Options shall be granted to the eligible Employees on grant date. After exercising of the Options and payment of exercise price with applicable taxes, the Trust shall transfer corresponding number of shares to the eligible Employees. The eligible Employees can sell the shares in open market and can reap the benefit.

f) **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:**
The trustee of the Trust shall not vote in respect of shares held in the Trust as per extant SEBI SBEB & SE Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the shares are transferred by the Trust to him/her upon exercise.

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are interested or concerned financially or otherwise in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SEBI SBEB & SE Regulations.

The Board of Directors recommends the Special Resolution set forth as Item 3 of the Notice for approval of the members.

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

Mumbai, 31st January, 2023

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