

CENTURY TEXTILES AND INDUSTRIES LIMITED

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CIN: L17120MH1897PLC000163

Annual Report
& Accounts for
the year 2017-18
are being sent
separately by
Post/email as per
Companies Act,
2013

NOTICE OF MEETING

NOTICE is hereby given that the 121st Annual General Meeting of the Shareholders of the Company will be held at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, the 31st July, 2018 at 2.30 p.m. to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2018.
3. To appoint a Director in place of Shri B.K. Birla (holding DIN 00055856) who retires from office by rotation, but being eligible, offers himself for re-election.
4. To ratify the appointment of statutory auditors of the Company, holding office from the conclusion of the 119th Annual General Meeting until the conclusion of the 124th Annual General Meeting of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary**

Resolution:

“RESOLVED THAT pursuant to Resolution No. 4 passed at the 119th Annual General Meeting held on 28th July, 2016, the Company hereby ratifies the appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.324982E/E300003) holding office from the conclusion of the 119th Annual General Meeting until the conclusion of the 124th Annual General Meeting of the Company to be held in the calendar year 2021, as the Statutory Auditors of the Company, and approves the payment of a remuneration of Rs.130 lacs for the year 2018-19 plus Goods and Services Tax (GST) as applicable, or such other taxes as may be made applicable in lieu thereof, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions .

FURTHER RESOLVED THAT Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT in partial modification of Resolution No. 4 passed at the 119th Annual General Meeting held on 28th July, 2016 the words ‘and subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment’ appearing in the said Resolution No. 4, be deleted.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to ratify the appointment and fix the remuneration for the remaining term of the appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company i.e for the years 2019-2020 and 2020-2021.

FURTHER RESOLVED THAT Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

6. To approve, the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Rules/Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the Board of Directors of the Company, for making one or more offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”), secured or unsecured, of the Company on a private placement basis, in one or more tranches, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, during a period of one year from the date of this Annual General Meeting i.e. till 30th July, 2019, within the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and do all such acts, deeds, matters and things and give such directions as may be deemed necessary, proper or expedient to give effect to this Resolution.”

7. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), M/s R. Nanabhoy & Co., being the cost Auditor appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2019, be paid the remuneration (apart from Goods and Services Tax as applicable, or such other taxes as may be made applicable in lieu thereof, and reimbursement of actual travel and out-of-pocket expenses) as per details given below :

Name of the Industry	Name of the Manufacturing Units and their locations	Name of the Cost Auditors	Remuneration (₹ in lacs)
Textiles	Birla Century, Gujarat	M/s. R. Nanabhoy and Co.	3.40
Cement	Century Cement, Chhattisgarh Maihar Cement Units I & II, Madhya Pradesh Manikgarh Cement Units I & II, Maharashtra Sonar Bangla Cement, West Bengal	M/s. R. Nanabhoy and Co.	
Paper	Century Pulp and Paper, Uttarakhand	M/s. R. Nanabhoy and Co.	

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To approve the re-appointment and remuneration of Shri D. K. Agrawal as a Whole-time Director of the Company and, in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded to the appointment of Shri D. K. Agrawal (holding DIN 00040123), as the Whole-time Director of the Company for

the period and upon the following terms and conditions, including remuneration and perquisites, as approved by the Board of Directors, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted or to be constituted by the Board) from time to time to alter the said terms and conditions, in such manner as may be agreed to between the Board and Shri D. K. Agrawal and as may be permissible at law:

A) Period:

Two years w.e.f. 1st April, 2018, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B) Remuneration:

1) Basic Salary per month:

Basic Salary: ₹ 5,39,000/-

2) Allowances per month:

a) Long Term Service Allowance: ₹ 8,88,492/-

b) Special Allowance: ₹ 7,07,608/-

with such increment(s) in the salary and allowances as the Board may decide from time to time, subject to a ceiling of ₹ 32 lacs (Rupees Thirty two lacs) for salary & aforesaid allowances per month during the tenure of his employment. These allowances however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity and Leave encashment;

3) Perquisites and other amenities payable/provided to the Whole-time Director are as under:-

a) Company's contribution towards provident fund per month (presently 12%) as per the applicable Rules and not exceeding the limit as laid down under the Income Tax Rules, 1962.

b) Following allowances/perquisites/facilities are given as per Company's Rules:

(i) Leave Travel Allowance / Expenses – equal to one month's basic salary in a year;

(ii) Medical Allowance / Expenses – equal to one month's basic salary in a year;

(iii) Free unfurnished Company maintained flat or rented flat in lieu thereof as appropriate;

(iv) One month's paid leave every year. Unavailed leave to be dealt with as per the Rules;

(v) Personal Accident Insurance premium not exceeding ₹30,000/- per annum;

(vi) Gratuity as per applicable Rules;

(vii) Company maintained car with Driver;

(viii) Telephone at Residence and Mobile Phone expenses;

(ix) Other Benefits & Perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in future and / or any other allowances, perquisites as the Board may, from time to time decide.

C) The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

D) So long as Shri D. K. Agrawal functions as the Whole-time Director of the Company, his office shall not be subject to retirement by rotation and he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

The Board or the Chairman of the Board may on the recommendation of the Nomination and Remuneration Committee of the Board give annual increases in basic salary, various allowances and perquisites, as may be deemed

appropriate, so that the payment to Shri D. K. Agrawal in respect of the aforesaid, excluding gratuity, accumulated P.F., Superannuation and encashment of accumulated leave or any other retirement benefit does not exceed the limits specified above, during the period of his appointment.

RESOLVED FURTHER that the Board of Directors, the Chairman of the Board and the Nomination and Remuneration Committee of the Board be and are hereby severally authorised to take such steps as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

NOTES FOR MEMBERS' ATTENTION

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of Companies, Societies etc., must be supported by an appropriate resolution/ authority, as applicable.

- (b) The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item nos. 5 to 8 of the Notice set out above, is hereto annexed.
- (c) In terms of Resolution No. 4 passed at the 119th Annual General Meeting held on 28th July, 2016, the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (ICAI Firm Registration No.324982E/E300003) as Statutory Auditors, is proposed to be ratified as mentioned in the Resolution relating to item no.4 of the Notice. Consent of the shareholders is also being obtained authorizing the Board of Directors to ratify the appointment and fix the remuneration for the remaining term of the appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company i.e for the years 2019-2020 and 2020-2021 as mentioned in the Resolution relating to item no. 5 of the Notice.
- (d) The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Tuesday, the 24th July, 2018 to Tuesday, the 31st July, 2018, both days inclusive.
- (e) As per the provisions of the Companies Act, 2013, the facility for making / varying / cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation / cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
- (f) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 the dividends for the Financial Year ended 31st March, 2011 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2011 or any subsequent financial year(s) are requested to claim such amount from the Share Department of the Company / Share Transfer Agent. The due date for transfer of the unclaimed dividend amount for the financial year ended 31st March, 2011 to the Investor Education and Protection Fund of the Central Government is 10th September, 2018.
- (g) Pursuant to the Provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 9th August, 2017 (the date of the last Annual General Meeting) on the website of the Company www.centurytextind.com and also on the website of the Ministry of Corporate Affairs.
- (h) Pursuant to the provisions of section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended from time to time, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF. The Company has sent individual notice on 28th May, 2018 to all the concerned shareholders

intimating them particulars of equity shares due for transfer. These details are also available on the Company's website www.centurytextind.com. Advertisement in newspapers in this respect has also been released in English language and regional language i.e. Marathi on 1st June, 2018. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 10th September, 2018. If unclaimed dividends are not claimed by the shareholders, shares covered by such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders will be able to claim these equity shares only from the IEPF authority as per the procedure prescribed under IEPF Rules, the details of which are available at www.iepf.gov.in.

- (i) Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd. (Formerly known as Intime Spectrum Registry Limited), Share Transfer Agent of the Company at their address** at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 (Maharashtra) Telephone No. 022 – 4918 6000, Fax No. 022 – 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence – “Unit – Century Textiles and Industries Limited.” **For Shareholders queries – Telephone No. 022 - 4918 6270 Email ID – rnt.helpdesk@linkintime.co.in**
- (j) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Link Intime India Pvt. Ltd. for their doing the needful.
- (k) Members are requested to notify change in address, if any, immediately to Link Intime India Pvt. Ltd. quoting their folio numbers.
- (l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Share Department of the Company / Share Transfer Agent.
- (m) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of Rs 100/- each for exchange with the new Share Certificates for Equity Shares of Rs 10/- each. They are once again requested to surrender the Share Certificates for Equity Shares of Rs100/- each at the **Registered Office of the Company** so as to enable the Company to do the needful.
- (n) Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings in respect of the Directors seeking re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
- (o) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form is attached to the Notice to the members for providing details, if not provided.
- (p) Electronic copies of the Annual Report are being sent to the members whose email IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical copy of the same. The members holding shares in physical mode, who have not registered their e-mail ID, are requested to do so by providing their e-mail ID in the attached consent letter. Member s holding shares in dematerialized form and who have given email ID to their Depository Participant and would like to have physical copy of the Annual Report may do so by opting for the physical copy as per the attached letter. If there is any change in the e-mail ID already furnished to the Depository Participant, then, the member should inform the changed ID to the Depository Participant for updating the records.
- (q) Electronic copy of the Notice of General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) unless such member requests for a physical copy of the same.
- (r) Members may also note that the Notice of the 121st Annual General Meeting and the Annual Report 2017-18 will also be available on the Company's website www.centurytextind.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members

are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : investorrelations@centurytext.com.

- (s) The Company, pursuant to Regulation 39 read with Schedule VI to the SEBI Listing Regulations has already sent a reminder to the shareholders to claim unexchanged/undelivered share certificates lying with the Company failing which the unclaimed share certificates lying in physical form shall be transferred to Unclaimed Suspense Account and dematerialized and held in Unclaimed Suspense Account.

Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through electronic voting system or ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through electronic voting system or ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, the 27th July, 2018 (9:00 am) and ends on Monday, the 30th July, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday the 24th July, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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 by 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'.
 - 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:

- 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.
- Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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?

- 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.
- 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.
- 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
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VII. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 24th July, 2018.
 - VIII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th July, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@linkintime.co.in
 - IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting / Ballot paper.
 - XI. Mr. Gagan B Gagrani, Practicing Company Secretary (Membership No. FCS1772) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIII. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.centurytextind.com and on the website of NSDL immediately after the declaration of the result, by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited, and National Stock Exchange of India Ltd.

By Order of the Board,

Mumbai,
Dated: 6th June, 2018

ATUL K. KEDIA
Company Secretary

ANNEXURE TO THE NOTICE

I. Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 5

Section 40 of the Companies (Amendment) Act, 2017 has been notified by the Central Government on 7th May, 2018 whereby the first proviso to section 139(1) of the principal Act relating to ratification of the appointment of the auditors by the members at every annual general meeting during the period of their appointment, has been omitted with effect from that date.

At the 119th Annual General Meeting held on 28th July, 2016, a resolution, being Resolution No. 4, was passed for appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company for a term of five years, *subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment*. As a result of the amendment of section 139(1) of the Companies Act, 2013, it is no longer necessary in law to have the appointment of the statutory auditor ratified at every annual general meeting. In view thereof, consent of the shareholders is sought to partially modify the said Resolution No. 4 passed at the 119th Annual General Meeting as provided in the Resolution and authorize the Board of Directors to ratify the appointment and fix the remuneration for the remaining term of the appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company i.e for the years 2019-2020 and 2020-2021 as mentioned in the Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. The Resolution at item no. 5 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the members.

Item No. 6

As per the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

NCDs issued on private placement basis, are a significant source of borrowings for the Company for inter alia the ongoing capital expenditure and/or refinancing/ repayment/prepayment of existing loans/ debentures and/or for general corporate purposes.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, to enable the Company to make one or more offers or invitations to subscribe to the NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of this meeting, till 30th July, 2019, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the passing of the Resolution at item no. 6 of the accompanying Notice, except to the extent of the NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.

The Directors commend the Special Resolution at item no. 6 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 7

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice, or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On the recommendation of the Audit Committee at its meeting held on 2nd May, 2018, the Board has considered and approved the appointment of Messrs. R. Nanabhoy & Co. Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at the remuneration as mentioned in the resolution for this item of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the accompanying Notice.

The Resolution at item no. 7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

Item No. 8

Shri D.K. Agrawal, President (Corporate Affairs) of the Company, was appointed as a Whole-time Director of the Company w.e.f. 1st April, 2016 for a period of two years. Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board and subject to the approval of the shareholders and such other approvals as may be necessary, the Board of Directors at its meeting held on 29th January, 2018, re-appointed Shri D.K. Agrawal (DIN 00040123) as the Whole-time Director of the Company with effect from 1st April, 2018, for a further period of two years.

Shri D.K. Agrawal has been associated with the Company for more than 54 years and during such association, he has served in various positions in the Company. Shri D.K. Agrawal will continue to be designated as President (Corporate Affairs) and will also discharge the functions of a Whole-time Director of the Company. Since he has attained the age of 78 years, a special resolution is being proposed for his re-appointment. The Board is confident about Shri D.K. Agrawal being able to function and discharge his duties in an able and competent manner.

Considering his long association with the Company and adequate experience in various fields, the Board recommends confirmation of the re-appointment of Shri D.K. Agrawal as Whole-time Director of the Company for a period of two years with effect from 1st April, 2018 on the terms as to remuneration, allowances etc. as set out in the resolution being item No.8 of the accompanying Notice, subject to any other approval, if any, as may be required under law.

Considering Shri D.K. Agrawal's experience, seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Shri D.K. Agrawal is not related to any other Director of the Company. A brief resume of Shri D.K. Agrawal as required under Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out as an Annexure to this Notice.

The Board commends the Special Resolution set out at Item No.8 of the accompanying Notice for the approval by the Members.

Except Shri D.K. Agrawal, being the appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No.8 of the accompanying Notice.

By Order of the Board,

Mumbai,
Dated: 6th June, 2018

ATUL K. KEDIA
Company Secretary

II. Details of Director seeking re-appointment at the ensuing Annual General Meeting fixed on 31st July, 2018 as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings are given hereunder :-

Name of the Director	Shri B.K. Birla	Shri D.K. Agrawal
DIN	00055856	00040123
Age	97 years	78 years
Date of appointment on the Board	23.05.1973	01.04.2016
Expertise in specific Functional areas	Industrialist having vast rich business experience	He is a qualified Chartered Accountant, Company Secretary and Law Graduate having rich experience in Finance, Law and Taxation and vast experience of Corporate Management.
Number of meetings of the Board attended during the year	1	7
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	Birla Consultants Limited Birla Industrial Finance (India) Limited Birla Industrial Investments (India) Limited
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	Nil
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	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. Remuneration for FY 2017-18 is ₹ 22 lacs, by way of sitting fees and commission.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Remuneration last drawn is ₹ 3.44 crore in FY 2017-18.

@ 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 400 030.
Phone: +91-022-24957000 Fax: +91-22-24309491, +91-22-24361980
www.centurytextind.com Email: centextho@centurytext.com
CIN: L17120MH1897PLC000163

Date: 6th June, 2018

Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support.

You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id.

With this one small action, you could leave a greener legacy for future generations.

We look forward to your support.

Thanking you,

Yours sincerely
For Century Textiles and Industries Limited

ATUL K. KEDIA
Company Secretary

Date: 6th June, 2018

Dear Shareholder(s),

Sub: Change in mode of payments to NECS

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. SEBI vide its Circular dated 20th April, 2018, has made it mandatory to incorporate bank details in dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the account specified on the dividend warrants and ensures safety for the investors.

Accordingly, Shareholders holding shares in PHYSICAL form may kindly arrange to forward the appended NECS form duly completed and signed to our REGISTRAR & SHARE TRANSFER AGENT, for necessary action. Shareholders holding shares in DEMAT/ELECTRONIC form may kindly arrange to update their Bank particulars with their respective DEPOSITORY PARTICIPANTS.

Thanking you,

Yours sincerely
For Century Textiles and Industries Limited

ATUL K. KEDIA
Company Secretary



To,

Date:

Link Intime India Pvt. Limited
Unit: Century Textiles and Industries Limited
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai-400 083, Maharashtra

Dear Sir,

Sub: Service of Documents through Electronic Mode

As per your letter dated 6th June, 2018, I/We submit to you as under:

Please use my Email id: _____ for serving the documents for Physical Folio No. _____.

Please send to me physical copy of the Annual Report, Notice etc. for my shares held in DP ID, Client ID _____

Thanking you,

Yours faithfully

Name of Sole / First Holder _____ Signature: _____



To,

Date:

Link Intime India Pvt. Limited
Unit: Century Textiles and Industries Limited
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai-400 083, Maharashtra

Dear Sir,

Sub: Change in mode of payments to NECS

I/We, hereby consent to have the amount of dividend on my/our equity shares credited through National Electronic Clearing Service (NECS). Particulars are as under:

1. Folio Number : _____
2. Shareholders' name : _____
3. Address : _____

4. Particulars of the Bank :
 - (i) Name of the bank / Branch and address : _____

 - (ii) 9 Digit Code No. of the Bank and Branch _____ Tel. No. _____
(Please attach a photocopy/cancelled cheque issued by your bank)
 - (iii) Account No. _____
 - (iv) Account Type: S.B. / Current / Cash Credit _____
 - (v) Date from which mandate should be effective _____

I/We, hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold Company / Registrar and Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for the purpose of credit of dividend amount through NECS.

Signature of the Shareholder



CENTURY TEXTILES AND INDUSTRIES LIMITED

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

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

www.centurytextind.com Email: centextho@centurytext.com

CIN: L17120MH1897PLC000163

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D.P. ID*	
Client ID*	

L.F. No.	
No. of Shares held	

I / We hereby record my / our presence at the 121st Annual General Meeting of the Company being held on Tuesday, the 31st July, 2018 at 2.30 p.m. at. Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue viz. Nehru Centre Auditorium, please see overleaf.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17120MH1897PLC000163

Name of the Company : CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered office : Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name Address

E-mail Id Signature or failing him;

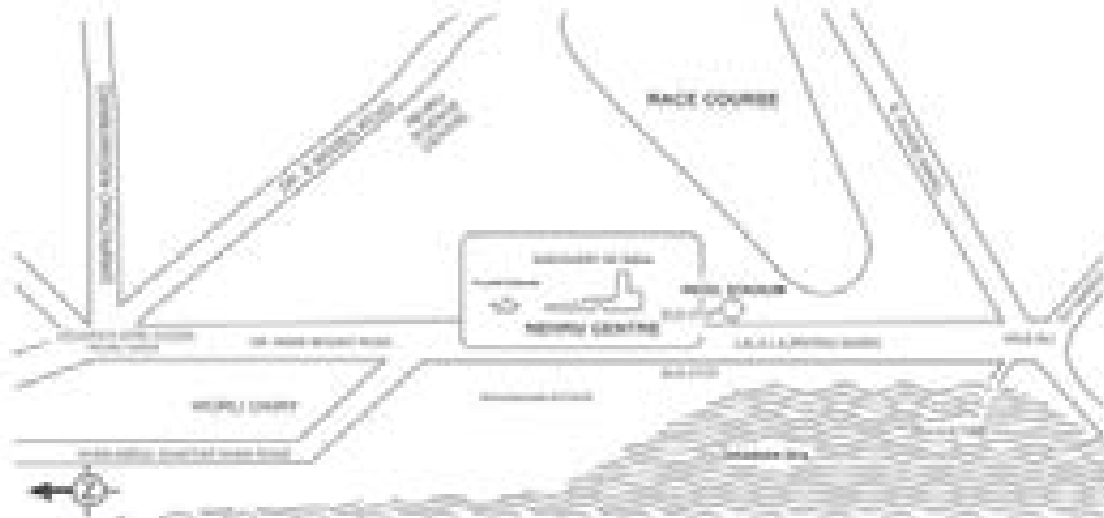
(2) Name Address

E-mail Id Signature or failing him;

(3) Name Address

E-mail Id Signature

ROUTE MAP FOR AGM HALL - NEHRU CENTRE AUDITORIUM



Prominent Landmark : Near Atria Mall and Next to Nehru Planetorium

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 121st Annual General Meeting of the Company, to be held on Tuesday, the 31st July, 2018 at 2.30 p.m. at. Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolu- tion No.	RESOLUTIONS	Optional*	
		For	Against
1.	Adoption of :		
	a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
	b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the year ended 31 st March, 2018.		
3.	Re-appointment of Shri B.K. Birla, as Director, who retires by rotation.		
4.	Ratification of appointment of Messrs S R B C & Co. LLP., Chartered Accountants as Statutory Auditors and fixing their remuneration.		
5.	Modification of Resolution No. 4 passed at the 119 th Annual General Meeting.		
6.	Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.		
7.	Approval of Remuneration of the Cost Auditors.		
8.	Special Resolution for re-appointment of Shri D.K. Agrawal as Whole-time Director of the Company.		

Signed this day of 2018

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
15 Paise
Revenue
Stamp

Notes: (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 121st Annual General Meeting.

*[3] It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) Please complete all details including details of member(s) in above box before submission.