

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400030.

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

www.centurytextind.com Email: ctil.secretary@birlacentury.com

CIN: L17120MH1897PLC000163

Annual Report
& Accounts
for the year
2018-19 are also
being sent
along with
this Notice

NOTICE OF MEETING

NOTICE is hereby given that the 122nd 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 30th July, 2019 at 2.30 p.m. to transact the following business :

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon.
- To declare dividend on Equity Shares for the year ended 31st March, 2019.
- To appoint a Director in place of Shri Kumar Mangalam Birla (holding DIN 00012813) who retires from office by rotation, but being eligible, offers himself for re-election.

SPECIAL BUSINESS :

- To approve the appointment of Ms. Preeti Vyas (holding DIN: 02352395) who was appointed as an Independent Director by the Board of Directors in accordance with the provisions of Section 149 and Schedule IV of the Companies Act, 2013 and in that behalf to consider and, if thought fit, to pass the following resolution which will be proposed as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and subject to all other approvals, as may be required, the appointment of Ms. Preeti Vyas (holding DIN: 02352395) as an Independent Director of the Company for holding office for a term of five consecutive years from 1st April, 2019 till 31st March, 2024 be and is hereby approved”.
- To approve the re-appointment of Shri Yazdi P. Dandiwala (holding DIN: 01055000) as an Independent 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 Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and subject to all other approvals, as may be required, Shri Yazdi P. Dandiwala (holding DIN: 01055000), who was appointed as an Independent Director at the 117th Annual General Meeting of the Company for a term of five consecutive years from the date of the said Annual General Meeting upto 24th July, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from 25th July, 2019 up to 24th July, 2024.”
- To approve the re-appointment of Shri Rajan A. Dalal (holding DIN 00546264) as an Independent 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 Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and subject to all other approvals, as may be required, Shri Rajan A. Dalal (holding DIN 00546264), who was appointed as an Independent Director at the 117th Annual General Meeting of the Company for a term of five consecutive years from the date of the said Annual General Meeting upto 24th July, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from 25th July, 2019 up to 24th July, 2024.”

7. To approve the re-appointment of Shri Sohanlal K. Jain (holding DIN 02843676), as an Independent 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 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and subject to all other provisions, as may be required, Shri Sohanlal K. Jain (holding DIN 02843676), who was appointed as an Independent Director for a term of five consecutive years from 31st October, 2014 and who holds office upto 30th October, 2019 and is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from 31st October, 2019 up to 30th October, 2024.

RESOLVED FURTHER THAT, in view of the fact that Shri Sohanlal K. Jain, who would be completing the age of 75 (seventy-five) years on 7th September 2024, the consent of the members of the Company be and is hereby given under Regulation 17(1A) of the SEBI Listing Regulations for his continuing as an Independent Director of the Company on attaining the age of 75 years.”

8. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 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(s) 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, 2020, 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.	} 3.01
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.”

9. To approve the appointment and remuneration of Shri R.K. Dalmia (DIN: 00040951) as a Whole-time Director of the Company and, in this regard to consider and if thought fit, to pass the following Resolution as an **Ordinary 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 R.K. Dalmia (holding DIN: 00040951), 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 R. K. Dalmia and as may be permissible at law:

A) Period:

Three years w.e.f. 15th September, 2018 with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B) Remuneration per month w.e.f. 15.9.2018 :

- 1) Basic Salary: ₹ 5,89,640/-
- 2) House Rent Allowance: ₹ 4,71,711/-
- 3) Special Allowance: ₹ 12,93,782/-
- 4) Variable Payment: ₹ 9,56,261/-

with such increment(s) in the basic salary, allowances and variable payment as the Board may decide from time to time subject to the ceiling of ₹ 46,00,000/- per month for salary, allowances and variable payment as aforesaid, during the tenure of his employment. However, for the purpose of calculation of benefits such as Provident Fund, Superannuation fund, Gratuity and Leave encashment only basic salary will be taken into account;

- 5) 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%) and Superannuation Fund (15%) as per the applicable Rules, including 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) One month’s paid leave every year; unavailed leave to be dealt with as per the Rules.
 - (iv) Personal Accident Insurance premium not exceeding ₹35,000/- per annum;
 - (v) Gratuity as per applicable Rules;
 - (vi) Company maintained two cars with maximum value of Rs 45 Lacs for both the cars. Two Drivers with combined salary not to exceed ₹ 48,000/-per month.
 - (vii) Telephone at Residence and Mobile Phone expenses;
 - (viii) Housing Society, Electrical charges and Gas etc. – upto ₹3,50,000/- per year; and payment to two servants not exceeding ₹45,000/-per month.
 - (ix) One Corporate Club membership & expenses during his tenure of service.
 - (x) 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 remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) 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 said 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 R.K. Dalmia functions as the Whole-time Director of the Company, his office shall not be subject to retirement by rotation.
- E. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Shri R.K. Dalmia would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of Subsidiaries 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 such annual increases as may be deemed appropriate, so that the payment to him in respect of the aforesaid items, 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. 4 to 9 of the Notice set out above, is hereto annexed.
- (c) 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 23rd July, 2019 to Tuesday, the 30th July, 2019, both days inclusive.
- (d) 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.
- (e) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 the dividends for the Financial Year ended 31st March, 2012 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, 2012 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, 2012 to the Investor Education and Protection Fund of the Central Government is 30th August, 2019.

- (f) Pursuant to the Provisions of 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 31st July, 2018 (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.
- (g) 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 30th April, 2019 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 13th May, 2019. Shareholders are requested to claim the unclaimed dividend well before the due date i.e. 30th August, 2019. 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.
- (h) 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.**
- (i) 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.
- (j) Members are requested to notify change in address, if any, immediately to Link Intime India Pvt. Ltd. quoting their folio numbers.
- (k) 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.
- (l) It is observed that few members have still not surrendered their old Share Certificates for Equity Shares of ₹100/- each for exchange with the new Share Certificates for Equity Shares of ₹10/- each. They are once again requested to surrender the Share Certificates for Equity Shares of ₹ 100/- each at the **Registered Office of the Company** so as to enable the Company to do the needful.
- (m) 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 appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
- (n) 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 can be downloaded from company's website i.e. www.centurytextind.com for providing details, if already not provided.
- (o) 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 by down loading consent letter from the company's website www.centurytextind.com and sending the same to the Company/share Transfer Agent duly filled in and signed. Members 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 aforesaid 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.

- (p) 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.
- (q) Members may also note that the Notice of the 122nd Annual General Meeting and the Annual Report 2018-19 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@birlacentury.com.
- (r) 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 26th July, 2019 (9:00 am) and ends on Monday, the 29th July, 2019 (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 23rd July, 2019, 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:

- 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 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on "[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.
- 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.



Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gbgagrani@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 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 Tuesday, 23rd July, 2019.
- 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. Tuesday, 23rd July, 2019, 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. FCS 1772) 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 of the meeting 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 of the meeting 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 of the meeting 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. and displayed on the Notice Board of the Company at the Registered office at Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

By Order of the Board,

Mumbai,
Dated: 7th June, 2019

ATUL K. KEDIA
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No. 4

Ms. Preeti Vyas has been appointed as an Independent Director of the Company by the Board of Directors of the Company, pursuant to the provisions of Section 149 and Schedule IV of the Companies Act, 2013 and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). According to the said provisions and in particular, the provisions of clause IV(2) of Schedule IV, her appointment has to be approved at the meeting of the shareholders.

Ms. Preeti Vyas, is an entrepreneur in the field of Design and Communication Consultancy. Since graduating from the National Institute of Design, Ms. Preeti Vyas has created some of India's most iconic brand stories and is counted amongst the most influential women in India in the field of Design and Communication. She has over 35 years experience in the fields of Branding & Communication.

She is not a Director on the Board of any other Public Company.

She does not hold any equity shares of the Company.

Ms. Preeti Vyas had certain transactions in the past with the Company. However, in the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. A copy of the letter of appointment of Ms. Preeti Vyas as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day (except Saturday) up to the date of this Annual General Meeting and will also be kept open at the venue of the AGM till the conclusion of the AGM.

It is in the Company's interest that it should continue to avail of her services as a member of the Board. Accordingly, the Board recommends the resolution set out at item No. 4, relating to the appointment of Ms. Preeti Vyas as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Preeti Vyas, being the appointee, 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 in this item of the accompanying Notice.



Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on 3rd May, 2019, re-appointed Shri Yazdi P. Dandiwala (holding DIN 01055000) as Independent Director, for a second term of five consecutive years from 25th July, 2019 to 24th July, 2024, not liable to retire by rotation. Shri Yazdi P. Dandiwala was appointed as Independent Director at the 117th Annual General Meeting ("AGM") of the Company for a term of five consecutive years from 25th July, 2014 upto 24th July, 2019.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Yazdi P. Dandiwala would be beneficial to the Company and it is desirable to continue to avail of his services as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) up to the date of this Annual General Meeting and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Yazdi P. Dandiwala is one of the leading Corporate Lawyers and Partner of Mulla & Mulla and Craigie Blunt & Caroe, Advocate & Solicitors. He has an extensive Corporate Commercial law practice with vast experience in intricate transactions including joint ventures, mergers and acquisitions, investments by venture capitalists, etc.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Yazdi P. Dandiwala as an Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

It is in the Company's interest that it should continue to avail of his services as a member of the Board. Accordingly, the Board recommends the resolution set out at item no.5 in relation to the re-appointment of Shri Yazdi P. Dandiwala as an Independent Director, for the approval by the shareholders of the Company.

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

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 3rd May, 2019, re-appointed Shri Rajan A. Dalal (holding DIN 00546264) as Independent Director, for a second term of five consecutive years from 25th July, 2019 to 24th July, 2024, not liable to retire by rotation. Shri Rajan A. Dalal was appointed as Independent Director at the 117th Annual General Meeting ("AGM") of the Company for a term of five consecutive years from 25th July, 2014 up to 24th July, 2019.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Rajan A. Dalal would be beneficial to the Company and it is desirable to continue to avail of his services as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) up to the date of this Annual General Meeting and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Rajan A. Dalal is presently associated with an Investment Banking Company and has business experience of more than 25 years in the field of Textiles.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Rajan A. Dalal as an Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

It is in the Company's interest that it should continue to avail of his services as a member of the Board. Accordingly, the Board recommends the resolution set out at item no.6 in relation to the re-appointment of Shri Rajan A. Dalal as an Independent Director, for the approval by the shareholders of the Company.

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

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 3rd May, 2019, re-appointed Shri Sohanlal K. Jain (holding DIN 02843676) as Independent Director, for a second term of five consecutive years from 31st October, 2019 to 30th October, 2024, not liable to retire by rotation. Shri Sohanlal K. Jain was appointed as Independent Director for a term of five consecutive years with effect from 31st October, 2014 and holds office up to 30th October, 2019.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Sohanlal K. Jain would be beneficial to the Company and it is desirable to continue to avail of his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) up to the date of this Annual General Meeting and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Sohanlal K. Jain is a practicing lawyer and a member of Bar Council of Maharashtra and Goa and he is one of the leading lawyers. Shri Jain has an extensive law practice in Pune.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Sohanlal K. Jain as Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

Shri Jain will be completing the age of 75 years during the term of his re-appointment on 7th September, 2024 i.e. before completion of his second term on 30th October, 2024. Accordingly, the consent of the members for his continuing as a Director on attaining the age of 75 years is sought in view of the provisions of Regulation 17(1A) of the SEBI Listing Regulations.

It is in the Company's interest that it should continue to avail of his services as a member of the Board. Accordingly, the Board recommends the resolution set out at item no.7 in relation to the re-appointment of Shri Sohanlal K. Jain as an Independent Director, for the approval by the shareholders of the Company.

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



Item No. 8

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 3rd May, 2019, 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.8 of the accompanying Notice.

The Resolution at item no. 8 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.

The Board of Directors commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

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, the Board of Directors at its meeting held on 15th September, 2018 appointed Shri R.K. Dalmia (DIN 00040951) as the Whole-time Director of the Company with effect from 15th September, 2018, for a period of three years.

Shri R.K. Dalmia has been associated with the Company for more than thirty years and during such association, he has served in various positions in the Company. Shri R.K. Dalmia will continue to be designated as Sr. President, Textile Division and will also discharge the functions of a Whole-time Director of the Company. The Board is confident about Shri R.K. Dalmia 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 the textile industry and other fields viz. finance, marketing etc. the Board recommends confirmation of the appointment of Shri R.K. Dalmia as Whole-time Director of the Company for a period of three years with effect from 15th September, 2018 on the terms as to remuneration, allowances etc. as set out in the resolution being item No.9 of the accompanying Notice, subject to any other approval as may be required under law.

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

The Board on the recommendation of the Nomination and Remuneration Committee at its meeting held on 3rd May, 2019 has already approved the remuneration payable to Shri R.K. Dalmia, Whole-time Director of the Company during the term of his appointment, subject to confirmation by the shareholders of the Company.

The Board commends the Resolution set out at Item No.9 of the accompanying Notice for the approval by the Members.

Except Shri R.K. Dalmia, 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.9 of the Notice.

By Order of the Board,

Mumbai,
Dated : 7th June, 2019

ATUL K. KEDIA
Company Secretary

II. Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on 30th July, 2019 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 Kumar Mangalam Birla	Ms. Preeti Vyas	Shri Yazdi P. Dandiwala
DIN	00012813	02352395	01055000
Age	51 years	62 years	68 years
Date of appointment on the Board	07.02.2006	01.04.2019	05.05.2014
Expertise in specific Functional areas	Industrialist having rich business experience	In the fields of Design and Communication consultancy.	Solicitor
Number of meetings of the Board attended during the year	1	N.A.	9
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Vodafone Idea Ltd. Aditya Birla Capital Ltd. Grasim Industries Ltd. UltraTech Cement Ltd. Hindalco Industries Ltd. Aditya Birla Sun Life AMC Ltd. Aditya Birla Sun Life Insurance Company Ltd. Air India Ltd.	Nil	Hindalco Industries Ltd. Pilani Investment and Industries Corporation Ltd. Hindalco Almex Aerospace Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	Nil	Nil	<u>Audit Committee</u> Hindalco Industries Ltd. - Member Hindalco Almex Aerospace Ltd. - Member
Number of shares held in the Company	Nil	Nil	Nil
Relationship between Directors Interse and other Key Managerial Personnel of the Company*	Related to Smt. Rajashree Birla being her son	Nil	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 2018-19 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. Remuneration for FY 2018-19 not applicable.	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company. Remuneration for FY 2018-19 is Rs.25 lacs by way of sitting fees and commission.



Name of the Director	Shri Rajan A. Dalal	Shri Sohanlal K. Jain	Shri R.K. Dalmia
DIN	00546264	02843676	00040951
Age	69 years	69 years	65 years
Date of appointment on the Board	05.05.2014	31.10.2014	15.09.2018
Expertise in specific Functional areas	Businessman having rich experience	Practicing Lawyer	Rich experience in textile industry and in the fields of Finance & Marketing.
Number of meetings of the Board attended during the year	9	9	5
List of other Directorships held excluding foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	Sutlej Textiles and Industries Ltd. Asiatic Oxygen Ltd.	Century Enka Ltd.	Udyog Services Ltd. Birla Consultants Ltd. Birla Industrial Finance (India) Ltd. Birla Industrial Investments (India) Ltd. Padmavati Investment Ltd.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director @	<u>Audit Committee</u> Sutlej Textiles and Industries Ltd. - Chairman Asiatic Oxygen Ltd. - Member <u>Stakeholders Relationship Committee</u> Asiatic Oxygen Ltd. - Member	<u>Audit Committee</u> Century Enka Ltd. - Chairman <u>Stakeholders Relationship Committee</u> Century Enka Ltd. - Chairman	Nil
Number of shares held in the Company	Nil	Nil	7150
Relationship between Directors Interse and other Key Managerial Personnel of the Company*	Nil	Nil	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 2018-19 is Rs.25 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. Remuneration for FY 2018-19 is Rs.25 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. Remuneration last drawn is Rs.2.38 crore in FY 2018-19 as a Whole-time Director, w.e.f. 15.09.2018.

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

* Under the Companies Act, 2013.

CENTURY TEXTILES AND INDUSTRIES LIMITED

Registered Office: Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai 400030.

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

www.centurytextind.com Email: ctil.secretary@birlacentury.com

CIN: L17120MH1897PLC000163

ATTENDANCE SLIP

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

D.P. ID*	L.F. No.
Client ID*	No. of Shares held

I / We hereby record my / our presence at the 122nd Annual General Meeting of the Company being held on Tuesday, the 30th July, 2019 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;

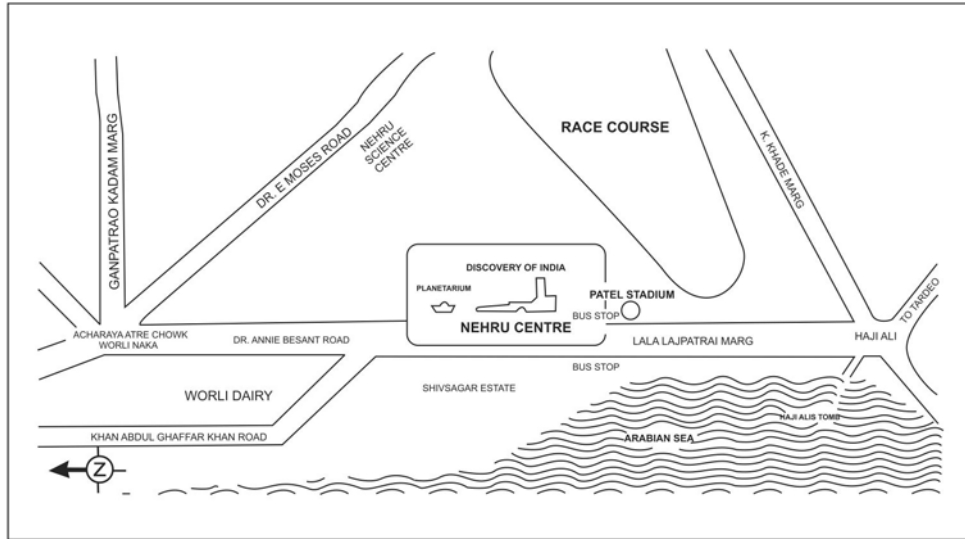
(3) Name Address

E-mail Id Signature

P.T.O.



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 122nd Annual General Meeting of the company, to be held on Tuesday, the 30th July, 2019 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 31 st March, 2019 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 31 st March, 2019 and the Report of Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the year ended 31 st March, 2019.		
3.	Re-appointment of Shri Kumar Mangalam Birla, as Director, who retires by rotation.		
4.	Approval for appointment of Ms. Preeti Vyas as an Independent Director of the Company.		
5.	Approval for re-appointment of Shri Yazdi P. Dandiwalwa as an Independent Director of the Company.		
6.	Approval for re-appointment of Shri Rajan A. Dalal as an Independent Director of the Company		
7.	Approval for re-appointment of Shri Sohanlal K. Jain as an Independent Director of the Company		
8.	Approval of Remuneration of the Cost Auditors.		
9.	Approval for appointment and remuneration of Shri R.K. Dalmia as Whole-time Director of the Company.		

Signed this day of 2019

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 122nd 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.