

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: centextho@centurytext.com
CIN: L17120MH1897PLC000163

Annual Report &
Accounts for the
year 2014-15
are being sent
separately by
Post/email as
per Companies
Act, 2013

NOTICE OF MEETING

NOTICE is hereby given that the 118th 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 28th July, 2015 at 2.30 p.m. to transact with or without modifications as may be permissible, the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors of the Company.
2. To declare dividend on Equity Shares for the year ended 31st March, 2015.
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 appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

5. To Appoint Smt. Rajashree Birla (holding DIN 00022995) (who was appointed as an Additional Director by the Board of Directors under Article 110 of the Articles of Association of the Company and who holds office under the said Article and Section 161 of the Companies Act, 2013, only up to the date of this meeting and in respect of whom, the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the Office of Director) as a Director of the Company 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 relevant provisions of the Companies Act, 2013, including Section 160, Smt. Rajashree Birla be and is hereby elected and appointed a Director of the Company liable to retire by rotation".

6. To approve the appointment of Shri Sohanlal K. Jain (holding DIN 02843676) 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 subject to all other approvals, as may be required, the appointment of Shri Sohanlal K. Jain as an Independent Director of the Company for holding office for a term of five consecutive years from 31st October, 2014 till 30th October, 2019 be and is hereby approved".

7. To adopt new Articles of Association of the Company and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association placed before the members at this meeting and initialed by the Company Secretary for the sake of identification, and the new Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

8. 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 (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”) 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 said Debentures 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 27th July, 2016, 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 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.”

9. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2016 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., and M/s. M. R. Dudani & Co., being the cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2016, be paid the remuneration (apart from service tax including cess as applicable 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 Century Yarn & Century Denim, MadhyaPradesh	M/s. R. Nanabhoy and Co.	} 2.95
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.	
Rayon and Chemicals	Century Rayon, Maharashtra	M/s. M.R. Dudani & Co.	2.08

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 the 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 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 Friday, the 17th July, 2015 to Tuesday, the 28th July, 2015 both days inclusive.

- (d) Under Section 205C of the Companies Act, 1956 the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date was required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company will accordingly transfer unclaimed dividend amount pertaining to Dividend for the year 2007-08 on 21st August, 2015 to the Investor Education and Protection Fund of the Central Government.

The IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) were notified by the Ministry of Corporate Affairs (MCA) on 10th May, 2012 which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain the status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years from 2006-07, as on the date of the 117th Annual General Meeting (AGM) held on 25th July, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.centurytextind.com.

- (e) 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078, (Maharashtra) Telephone No. 022 – 2596 3838, Fax No. 022 – 2594 6969 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. 022-2594 6970 Email ID – rnt.helpdesk@linkintime.co.in**
- (f) 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.
- (g) Members are requested to notify change in address, if any, immediately to Link Intime India Pvt. Ltd. quoting their folio numbers.
- (h) In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish a copy of PAN card for all the above mentioned transactions.
- (i) 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.
- (j) Details under Clause 49 of the Listing Agreement with the Stock Exchanges 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.
- (k) 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.
- (l) 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. Those members holding shares in physical mode and who have not registered their e-mail ID are requested to do so by providing their e-mail ID in the attached consent letter. 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 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.
- (m) In future, 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 will be 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.
- (n) Members may also note that the Notice of the 118th Annual General Meeting and the Annual Report 2014-15 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

Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 118th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 118th AGM. Only those members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri Gagan B. Gagrani, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Friday, the 24th July, 2015 (9.00 A.M.) and ends on Monday, the 27th July, 2015 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21st July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 27th July, 2015.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Slip.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Century Textiles and Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board,

Mumbai,
Dated: 5th June, 2015

D.K. AGRAWAL
Secretary

ANNEXURE TO THE NOTICE

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

Item No. 5

Smt. Rajashree Birla has been appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 5th May, 2015 pursuant to the provisions contained in Article 110 of the Articles of Association of the Company and section 161 of the Companies Act, 2013. According to the provisions of the said Article and the said Section, she will hold office only up to the date of this Annual General Meeting. As required under Section 160 of the above Act, notice has been received from a member signifying his intention to propose her as a candidate for the office of Director. Smt. Rajashree Birla, aged 69 years, Bachelor in Arts has been associated for a very long period with the industrial family of the Birlas and has a vast experience in the industrial field which will be greatly beneficial to the Company. She is on the Board of large number of highly reputed listed Companies and several Private Limited Companies. She is also engaged in guiding various initiatives and activities for upliftment and welfare of the weaker sections of the society by associating herself with various charitable trusts and other institutions. It is, therefore, in the

Company's interest that it should continue to avail of her services as a lady member on the Board. It is in the above circumstances that the resolution mentioned in this item of the notice is proposed to be passed and commended for your acceptance.

She is not a member of the Audit Committee or the Stakeholders' Relationship Committee of any listed Company.

She does not hold any equity shares of the Company.

Except Smt. Rajashree Birla being an appointee, Shri B.K. Birla, being her father-in-law and her son Shri Kumar Mangalam Birla none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in this item of the accompanying Notice.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Visit Company's website for more information.

Item No. 6

Shri Sohanlal K. Jain 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. According to the said provisions and in particular, the provisions of clause IV(2) of Schedule IV, his appointment has to be approved at the meeting of the shareholders.

Shri Sohanlal K. Jain, a practicing Lawyer, has an extensive Law practice in Pune. He is a Member of the Bar Council of Maharashtra & Goa and he is one of the leading lawyers.

He is a Director on the Board of Century Enka Ltd. only and Chairman of the Audit Committee and Stakeholders' Relationship Grievance Committee of the said Company.

He does not hold any equity shares of the Company.

In the opinion of the Board, Shri Sohanlal K. Jain fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A copy of the letter of appointment of Shri Sohanlal K. Jain 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, (excluding Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m. upto the date of this Annual General Meeting.

It is, therefore, 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, relating to the appointment of Shri Sohanlal K. Jain as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Sohanlal K. Jain, being an 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. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 7

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to specific sections of the Companies Act, 1956. Some regulations in the existing AoA are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Act, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of AoA.

A copy of the draft new set of AoA is available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m. upto the date of this Annual General Meeting for perusal by the shareholders.

None of the Directors and/or, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the said resolution.

The Board of Directors accordingly commends the Special Resolution set out at item No. 7 of the accompanying Notice for the approval of the Members of the Company.

Item No. 8

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, including Commercial Papers, issued on private placement basis, are a significant source of borrowings for the Company.

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 Act 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 27th July, 2016, 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. 8 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.8 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 9

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 5th May, 2015, the Board has considered and approved the appointment of Messrs. R. Nanabhoy & Co. (Lead cost Auditor) and M.R. Dudani & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a 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.9 of the accompanying Notice.

The Resolution at item No.9 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.

By Order of the Board,

Mumbai,
Dated : 5th June, 2015

D.K. AGRAWAL
Secretary

II. Details as required under clause 49 of the Listing Agreement with Stock Exchanges in respect of Shri B.K. Birla retiring by rotation and seeking re-election as per item 3 of the notice at the ensuing Annual General Meeting fixed on 28th July, 2015

Shri B.K. Birla was appointed on the Board of the Company on 23rd May, 1973 and he is a well known industrialist having vast rich business experience. He is on the Board of well known Public Limited Companies viz. Pilani Investment and Industries Corporation Ltd., Kesoram Industries Ltd., Jay Shree Tea & Industries Ltd. and Century Enka Ltd.

He is not a member of the Audit Committee or the Stakeholders' Relationship Committee of any Company. He holds 1,99,800 equity shares of the Company. He is 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.

CENTURY TEXTILES AND INDUSTRIES LIMITED

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www.centurytextind.com Email: centextho@centurytext.com
CIN: L17120MH1897PLC000163

Date : June 05, 2015

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

D.K. AGRAWAL
Secretary

Date : June 05, 2015

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. 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 accounts 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

D.K. AGRAWAL
Secretary

To,
M/s. Link Intime India Pvt Limited
Unit: Century Textiles and Industries Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078

Date :

Sub: Service of Documents through Electronic Mode

Dear Sir,

As per your letter dated June 5, 2015, 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,
M/s. Link Intime India Pvt Limited
Unit: Century Textiles and Industries Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai 400 078

Date :

Sub: Change in mode of payments to NECS

Dear Sir,

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

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 118th Annual General Meeting of the Company being held on Tuesday, the 28 July, 2015 at 2.30 p.m. at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400018.

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.

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
Email Id Signature or failing him;

(3) Name Address
Email Id Signature

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 118th Annual General Meeting of the company, to be held on Tuesday, the 28th July, 2015 at 2.30 P.M. at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	RESOLUTIONS	Optional*	
		For	Against
1.	Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri B.K. Birla, who retires by rotation.		
4.	Appointment of Messrs. Dalal and Shah, Chartered Accountants as Auditors and fixing their remuneration.		
5.	Appointment of Smt. Rajashree Birla as a Director of the Company, liable to retire by rotation.		
6.	Appointment of Shri Sohanlal K. Jain as an Independent Director.		
7.	Special resolution under section 14 of the Companies Act, 2013 for adoption of new set of Articles of Association in place of existing one.		
8.	Special resolution for approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement.		
9.	Approval of the Remuneration of the Cost Auditors.		

Signed this day of 2015
 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 118th 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.