

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CENTURY TEXTILES AND INDUSTRIES LIMITED,
Century Bhavan,
Dr. Annie Besant Road, Worli,
Mumbai - 400030

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Century Textiles and Industries Limited CIN: L17120MH1897PLC000163** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, **we hereby report that** in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The following laws applicable specifically to the Company:
 1. The Real Estates (Regulations and Development) Act, 2016.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

WE FURTHER REPORT THAT

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive

**SECRETARIAL AUDIT REPORT (Contd.)**

Directors and Independent Directors. No change in the composition of the Board of Directors took place during the period under review,

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in case of meetings called at a short notice for urgency of business and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period –

- (i) The Company has issued and allotted 65000 Unsecured, Redeemable, Listed, Non-Convertible Debentures of ₹ 1,00,000 each amounting to ₹ 650 crores and Redeemed 2380 Secured, Non-convertible Debentures of ₹ 10, 00,000 each amounting to ₹ 238 crores.
- (ii) The Company has, during the year discontinued Business operations of textiles unit at Jhagadia, Bharuch (Gujarat).
- (iii) The Company has, during the year incorporated a section 8 company "CTIL Community Welfare Foundation" for Charitable and Corporate Social Responsibility (CSR) activities of the Company.

For Gagrani & Gagan
Company Secretaries
PR No.1199/2021

Gagan B. Gagrani
M.No. : FCS 1772
CP No. : 1388

Place : Mumbai

Date : May 07, 2024

UDIN : F001772F000311202

*Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.*

Annexure-A

To,

The Members,

CENTURY TEXTILES AND INDUSTRIES LIMITED,

Century Bhavan,

Dr. Annie Besant Road, Worli,

Mumbai – 400030

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Gagrani & Gagan
Company Secretaries
PR No.1199/2021

Gagan B. Gagrani
M.No. : FCS 1772

CP No. : 1388

Place : Mumbai

Date : May 07, 2024

UDIN : F001772F000311202

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

To actively contribute to the social and economic development of the communities and build a better sustainable way of life for the weaker sections of society, through our meaningful engagement in the areas of Education, Promotion of Sports activities, Health Care, Sustainable Livelihood & Women Empowerment, Infrastructure Development and Sanitation. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. The Company's CSR policy can be accessed on the Company's website: www.centurytextind.com

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt. Rajashree Birla	Chairperson, Non-Independent, Non-Executive Director	3	3
2	Mr. Yazdi P. Dandiwala	Member, Independent, Non-Executive Director	3	3
3	Mr. Rajan A. Dalal	Member, Independent, Non-Executive Director	3	3
4	Mr. R. K. Dalmia	Member, Non-Independent, Managing Director	3	3

Sr. No.	Particulars	Web-link
i.	Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.	<p>CSR Committee https://www.centurytextind.com/assets/pdf/others/committees-of-the-board-and-name-of-its-members-08112019.pdf</p> <p>CSR Policy https://www.centurytextind.com/assets/pdf/others/csr-policy-2020.pdf</p> <p>CSR Projects https://www.centurytextind.com/assets/pdf/others/csr-projects-approved-by-the-board-for-the-fy-2023-24.pdf</p>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: N.A.

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 243.43 Crores
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 4.87 Crores
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- (d) Amount required to be set-off for the financial year, if any: NIL
- (e) Total CSR obligation for the financial year (b+c-d): ₹ 4.87 Crores
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 4.80 crores
- (b) Amount spent in Administrative Overheads: ₹ 0.08 crores
- (c) Amount spent on Impact Assessment, if applicable: N.A.
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 4.88 crores



ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

(e) CSR amount spent or unspent for the Financial Year 2023-24:

Total Amount Spent for the Financial Year (₹ in Crores)	Amount Unspent (₹ in Crores)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
4.88	-	-	-	-	-

f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (₹ in Crores)
(1)	(2)	(3)
i)	Two percent of average net profit of the company as per sub-section (5) of section 135	4.87
ii)	Total amount spent for the Financial Year	4.88
iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.01
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.01

(7) Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (₹ in lacs)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (₹ in lacs)	Amount spent in the Financial Year (₹ in lacs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (₹ in lacs)	Deficiency, if any
					Amount (₹ in lacs)	Date of Transfer		
1	2022-23				NIL			
2	2021-22	73.07	NIL	NIL	NIL	-	NIL	NIL
3	2020-21	*509.27	NIL	NIL	NIL	-	NIL	NIL

* The Company has spent in FY 2021-22 ₹ 1.18 lac in addition to ₹ 509.27 lacs transferred to unspent CSR Account..

(8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(✓) Yes (✗) No

If Yes, enter the number of Capital assets created/ acquired: 10

ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year :

(1) Sr. No.	(2) Short particulars of the property or asset(s) [including complete address and location of the property]	(3) Pincode of the Property or asset(s)	(4) Date of creation	(5) Amount of CSR Amount spent (₹ In lacs)	(6) Details of entity/ Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1	Television for Smart Class (2 nos.) Diwan Dhanji High School, Post: Jhagadia, Tal: Jhagadia, Dist: Bharuch, Gujarat 393110	393110	22 nd December, 2023	4.12	N.A.	Diwan Dhanji High School	Diwan Dhanji High School, Post: Jhagadia, Tal: Jhagadia, Dist: Bharuch, Gujarat 393110
2	Construction of Mid-Day Meal Centre at Valia Primary School Post: Valia, Tal: Valia, Dist: Bharuch, Gujarat 393135	393135	15 th March, 2024	17.27	N.A.	Valia Primary School	Valia Primary School Post: Valia, Tal: Valia, Dist: Bharuch, Gujarat 393135
3	Construction of Library Building at Boridra Primary School Post: Boridra, Tal: Jhagadia, Dist: Bharuch, Gujarat - 393110	393110	15 th March, 2024	20.00	N.A.	Boridra Primary School	Boridra Primary School Post: Boridra, Tal: Jhagadia, Dist: Bharuch, Gujarat- 393110
4	Construction of compound wall around Community Hall at Nana Sanja Gram Panchayat, Post: Nana Sanja, Tal: Jhagadia, Dist: Bharuch, Gujarat - 393110	393110	1 st July, 2023	7.70	N.A.	Nana Sanja Gram Panchayat	Nana Sanja Gram Panchayat, Post: Nana Sanja, Tal: Jhagadia, Dist: Bharuch, Gujarat- 393110
5	Construction of Cowsheds (2 nos.) Village: Elar, Teh: Thakurdwara District: Moradabad, Uttar Pradesh- 244001	244001	25 th March, 2024	25.96	N.A.	Deputy District Officer, Thakurdwara	Village: Elar, Teh: Thakurdwara District: Moradabad, Uttar Pradesh- 244001
6	Handpumps (Safe Drinking water-Sanitation) (31 nos.) Village: Lalkua & Bindukhatta District: Nainital, Uttarakhand- 262402 Village: Shantipuri, District: Udham Singh Nagar, Uttarakhand- 263148	262402 263148	16 th March, 2024	15.55	N.A.	Community residing in villages viz: Lalkua, Bindukhatta & Shantipuri	Village: Lalkua & Bindukhatta Dist: Nainital, Uttarakhand- 262402 Village: Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148



ANNUAL REPORT ON CSR ACTIVITIES (Contd.)

(1) Sr. No.	(2) Short particulars of the property or asset(s) [including complete address and location of the property]	(3) Pincode of the Property or asset(s)	(4) Date of creation	(5) Amount of CSR Amount spent (₹ In lacs)	(6) Details of entity/ Authority/beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
7	Construction of Toilets (30 nos.) Village: Bindukhatta & Lalkua District: Nainital, Uttarakhand- 262402 Village: Shantipuri, District: Udham Singh Nagar, Uttarakhand- 263148	262402 263148	11 th March, 2024	8.74	N.A.	Construction of toilets for community residing in villages viz: Lalkua, Bindukhatta & Shantipuri	Village: Bindukhatta & Lalkua Dist: Nainital, Uttarakhand- 262402 Village: Shantipuri, Dist: Udham Singh Nagar, Uttarakhand- 263148
8	Construction of pillars, RCC road & brick work with plaster, fixing of steel door at Rajkiya Uchtar Madhymic Vidhyalaya Village: Ghoranala Dist: Nainital, Uttarakhand-262402	262402	03 rd November, 2023	1.59	N.A.	Rajkiya Uchtar Madhymic Vidhyalaya	Rajkiya Uchtar Madhymic Vidhyalaya Village: Ghoranala Dist: Nainital, Uttarakhand-262402
9	Construction of boundary wall and flooring work at Janta Inter College Village: Bindukhatta, Dist: Nainital, Uttarakhand- 262402	262402	21 st February, 2024	1.56	N.A.	Janta Inter College	Janta Inter College Village: Bindukhatta, Dist: Nainital, Uttarakhand- 262402
10	Installation of Sanitary Napkin Vending Machine at Lal Bahadur Shastri Govt PG College Village: Halduchaur Dist: Nainital, Uttarakhand-263139	263139	06 th November, 2023	0.24	N.A.	Lal Bahadur Shastri Govt PG College	Lal Bahadur Shastri Govt PG College Village: Halduchaur Dist: Nainital, Uttarakhand-263139

(9) Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per sub-section (5) of section 135: Not Applicable

Place: Mumbai

Date: 07th May, 2024**R.K. Dalmia**Managing Director
(DIN: 00040951)**Rajashree Birla**Chairperson – CSR Committee
(DIN: 00022995)

REMUNERATION POLICY

Salient Features of Nomination and Remuneration Policy: POLICY RELATING TO THE REMUNERATION FOR THE MANAGING DIRECTOR, WHOLE TIME DIRECTOR, NON-EXECUTIVE/INDEPENDENT DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

GENERAL:

- (a) The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, Non-Executive / Independent Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- (b) The remuneration and commission to be paid to the Managing Director and Whole-time Director shall be in accordance with the percentage / slabs / conditions as per the provisions of the Companies Act, 2013 and the Rules made thereunder.
- (c) Increments to the existing remuneration / compensation structure linked to performance, should be clear and meet appropriate performance benchmarks and may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director and Whole-time Director.
- (d) The Committee does not propose to fix the actual amounts of remuneration that may be payable to each individual key managerial personnel or senior management personnel. However, the management, whilst fixing the remuneration of any such key personnel must consider the following:
 1. The Industry practice for the same level of employment/office.
 2. Past performance/seniority of the concerned appointee.
 3. The nature of duties and responsibilities cast upon such person by reason of his holding that office.
 4. The remuneration should be such that it provides adequate incentive to the person to give his best to the Company and feel essence of high satisfaction with his employment.
 5. The perquisites to be given to Managing Director, Whole-time Director/s, KMP & Senior Management Personnel will be as per industry practice and as may be recommended by the Committee to the Board.

REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL:

The Managing Director, Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required, reflecting the short and long term performance objectives appropriate to the working of the Company and its goals.

REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTOR:

(a) Remuneration / Commission:

The Committee noted that in the past the Company has paid remuneration to Non-Executive Directors by way of commission and if the Company's net profits computed for the purpose under the applicable provisions of the Companies Act, 2013 so permits in future, that practice should be restored. Commission may be paid within the monetary limit fixed and approved by the Board subject to the overall limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

(b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees thereof as may be recommended by the Committee and approved by the Board provided that the amount of such fees shall not exceed amount prescribed in this behalf by the Central Government from time to time. So far as the Sitting Fees are concerned, presently, for meetings of the various Committees, the same are at par for all the Committees. It should be suitably modified in due course keeping in mind the time and work involved for each of the Committees and the industry practice.



ANNEXURE IV

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS PRESCRIBED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**A. CONSERVATION OF ENERGY:****(i) the steps taken or impact on conservation of energy:**Textile Division:

- Revamping of existing Turbine to back pressure turbine.
- Replacement of HOT Insulation with Perlite Insulation.
- Reuse of media filter backwash water rejection by Small RO.
- Optimizing steam consumption in dearator.
- Replacement of VAM Chiller with Small capacity.

Pulp and Paper Division:

- Installation of New Evaporator 275 TPH.
- Boiler no. 8 MP heater taken in line to increase feed water temperature.
- Feed water power optimization.
- Cooling tower power optimization by cleaning condenser tubes.
- Installation of LED lights.
- Installation of VFD on cooling towers.
- Filtrate pump power optimization at Bagasse Pulp Mill (during off season).
- So2 circulation pump 110 KW motor replaced with 22 KW.

(ii) The Steps taken by the unit for utilizing alternative sources of energy:Textile Division:

- 3MW Renewable (Wind) power is purchased from Kutch Wind farm Pvt. Ltd. (KWDPL).

Pulp and Paper Division:

- Continued usage of Black Liquor & Pith (Biomass product) for steam generation.
- Continued usage of CMG at Tissue plant in place of LPG.
- Continued utilization of solar Energy.
- Continued utilization of Bark in Boiler 7&8 as a blending fuel for saving fossil fuels.

- During pine needle (perul) season continued burning pine needle (perul) as blending fuel for saving fossil fuels.
- Replacement of LSH in place of FO.

(iii) Capital investment on energy conservation equipment: ₹ 120.65 CroresTextile Division:

- Revamping of existing Turbine to back pressure Turbine.
- Replacement of HOT Insulation with Perlite Insulation.
- Replacement of VAM Chiller with Small capacity.

Pulp and Paper Division:

- New Evaporator.

B) TECHNOLOGY ABSORPTION:**(i) the efforts made towards technology absorption:**

- New head box at WPP Plant.
- New CHM cutter at Paper Machine (PM) 3.
- Installation of new evaporator by shutting down of old evaporator 1.
- Retrofitting of breakers at PM 1,2,3, Board plant, Bagasse Pulp mill, Recovery & Fiberline.
- Relay upgradation at Bagasse Pulp Mill.
- ESP controller upgradation at Powerhouse & Recovery.
- Upgradation of PM 1 refine motor from 750 rpm to 600 rpm.
- PM 1 fan pump motor upgrade from 1000 to 750 rpm.
- PM 1 & 2 Shower upgradation.
- Upgradation of Old ECH braking system with pneumatic braking system.
- BM 6 Miltex Sheeter unwind stand auto centering unit coupling upgradation.
- Board Machine drive section HMI upgradation.

DISCLOSURE OF PARTICULARS WITH RESPECT... (Contd.)

- Desuperheating pressure control converted to Auto control by providing Pressure Transmitter & Control Valve.
- At 21 MW TG, for Main steam temperature relay logic modification provided for low alarm & tripping.
- At Powerhouse Schreader makes solenoid valves changed with SMC / Genetic make solenoid valves for easy override to manual operation.
- Boiler 5/6/7/8 DCS Panel rack power supply upgraded from 110VAC coming from single transformer to 220VAC output (from UPS).
- Enmass Boiler DCS controller upgraded from 451 to 457 due to this complex networking (multi networking & multi-media converters) eliminated. Now a single FO based network is there.
- Recovery in wash tank Butterfly type control valve changed with Ball valve type control valve to resolve the issue of frequent failure of internal gasket & metallic sheet.
- Bagasse Pulp Mill, in screen surge chest outlet Optical type consistency transmitter installed in place of rotary type.
- At Fiberline, Air Dryer is installed in instrument airline to overcome the problem of frequent failure of control valves positioners.

(ii) the benefits derived as a result of above efforts:

- Reduction in Power consumption.
- Quality Improvement.
- Reduction in Steam consumption.
- Increase in Renewable share.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

NIL

(iv) The expenditure incurred on Research and Development

(₹ in Crores)

(a)	Capital expenditure	0.48
(b)	Recurring expenditure	2.88
(c)	Total	3.36
(d)	Total R&D expenditure as a percentage of total turnover	0.06%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during the year and Foreign Exchange outgo during the year in terms of actual outflows.

(₹ in Crores)

Foreign Exchange earned (inflow)	276.68
Foreign Exchange used (outflow)	1039.83

On behalf of the Board,

R. K. DALMIA
Managing Director
DIN: 00040951

Y. P. DANDIWALA
Director
DIN: 01055000

Dated: 07th May, 2024



Annexure-V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:

Sr. No.	Name of Director / KMP	Designation	Remuneration of Director / KMP for financial year 2023-24 (₹ in lacs)	% increase in Remuneration in the financial year 2023-24	Ratio of remuneration of each Director / to median remuneration of employees
1.	Mr. Kumar Mangalam Birla	Chairman	33.83	0.33	8.17
2.	Smt. Rajashree Birla	Non-Executive Non-Independent Director	37.28	8.00	9.00
3.	Mr. Yazdi P. Dandiwala	Non-Executive Independent Director	40.73	7.13	9.84
4.	Mr. Rajan A. Dalal	Non-Executive Independent Director	39.98	6.27	9.66
5.	Mr. Sohanlal K. Jain	Non-Executive Independent Director	37.98	3.29	9.17
6.	Ms. Preeti Vyas	Non-Executive Independent Director	37.88	7.10	9.15
7.	Mr. R. K. Dalmia	Managing Director	572.56	7.71	138.30
8.	Mr. Snehal Shah	Chief Financial Officer	203.61	17.93	NA
9.	Mr. Atul K. Kedia	Company Secretary	94.27	4.63	NA

- (ii) The median remuneration of employees of the Company during the financial year 2023-24 was ₹ 4.14 lacs.
- (iii) In the financial year, there was an increase of 3.24% in the median remuneration of employees.
- (iv) There were 2,439 permanent employees on the roll of the Company as on 31st March, 2024.
- (v) Average percentage increase made in the salaries of employees other than Managerial Personnel in the last financial year i.e. 2023-24 was 10.66%. Whereas the average increase in the Managerial remuneration for the financial year 2023-24 was not comparable with 2022-23 as during the financial year 2022-23, Mr. J. C. Laddha ceased as Managing Director of the Company w.e.f. 12th August, 2022 and Mr. R. K. Dalmia ceased as Whole-time Director of the Company and became Managing Director of the Company w.e.f. the said date.
- (vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

“FORM AOC-1”

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013
read with rule 5 of Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

(₹ in Crores)

Sr. No.	Name of the subsidiary	Birla Estates Private Limited	Birla Century Exports Private Limited	Birla Century International LLC (Subsidiary of Birla Century Exports Private limited)	Avarna Projects LLP (Subsidiary of Birla Estates Private Limited)	Birla Tisya LLP (Subsidiary of Birla Estates Private Limited)	Birla Arnaa LLP (Subsidiary of Birla Estates Private Limited)	CTIL Community Welfare Foundation
1	The date since when subsidiary was acquired/ incorporated	26 th December 2017	13 th November 2018	19 th August 2019	19 th June 2019	21 st November 2019	24 th February 2022	02 nd November 2023
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as reporting period of Century Textiles and Industries Limited						
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	USD Exchange Rate as at 31 st March 2024: ₹ 83.37	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
4	Share capital	200.00	0.50	0.10	0.05	0.05	0.25	0.01
5	Reserves and surplus	(139.61)	(0.40)	(0.11)	(2.52)	(7.18)	(8.92)	-
6	Total assets	2431.74	0.11	-	960.28	339.07	160.51	0.01
7	Total Liabilities	2371.35	0.02	-	962.70	346.15	168.94	-
8	Investments	0.35	-	-	-	-	-	-
9	Turnover	605.54	-	0.20	222.02	-	-	0.01
10	Profit / (Loss) before taxation	(6.06)	(0.19)	1.86	24.03	(2.64)	(8.75)	-
11	Provision for taxation	(1.03)	-	-	2.75	4.47	-	-
12	Profit / (Loss) after taxation	(7.09)	(0.19)	1.86	26.78	1.83	(8.75)	-
13	Proposed Dividend	-	-	-	-	-	-	-
14	Extent of shareholding (in percentage)	100%	100%	100%	50%	40%	47%	100%

Notes:

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL
- Avarna Projects LLP, Birla Tisya LLP and Birla Arnaa LLP have been considered as the subsidiaries of Birla Estates Private Limited as per Ind AS.

**Part B: Associates and Joint Ventures**

(₹ in Crores. except share)

Sr. No.	Name of Associates or Joint Ventures	Industry House Limited	Birla Advanced Knits Private Limited
1	Latest audited Balance Sheet Date	31 st March 2023	31 st March 2024
2	Date on which the Associate or Joint Venture was associated or acquired	27 th November 1952	14 th July, 2021
3	Shares of Associate or Joint Ventures held by the company on the year end		
	a. Number of shares	5,625 Equity Shares	2,50,00,000 Equity Shares
	b. Amount of Investment in Associates or Joint Venture	0.04	25.00
	c. Extent of Holding (in percentage)	35.28%	50.00%
4	Description of how there is significant influence	No significant influence as per Ind AS 28	Joint Venture
5	Reason why the associate/joint venture is not consolidated	As the Company (Century Textiles and Industries Limited) does not have significant influence over Industry House Limited, the Company has not considered it as an associate as per Ind AS 28 "Investment in Associates and Joint Ventures" and hence not consolidated	Consolidated
6	Net worth attributable to shareholding as per latest audited Balance Sheet	4.31	0.76
7	Profit or Loss for the year attributable to shareholding as per latest audited Balance Sheet	(0.01)	(22.40)
	i. Considered in Consolidation	No	Yes
	ii. Not Considered in Consolidation	(0.01)	-

Notes:

- Names of Associates and Joint Ventures which are yet to commence operations: NIL
- Names of Associates and Joint Ventures which have been liquidated or sold during the year: NIL

**For and on behalf of Board of Directors of
Century Textiles and Industries Limited**

Directors

Kumar Mangalam Birla-DIN No: 00012813

Rajashree Birla-DIN No: 00022995

Yazdi P. Dandiwala-DIN No: 01055000

Rajan A. Dalal-DIN No: 00546264

Sohanlal K. Jain-DIN No: 02843676

Preeti Vyas-DIN No: 02352395

Atul K. Kedia
Sr. Vice President (Legal) &
Company Secretary

Snehal Shah
Chief Financial Officer

Mumbai : 07 May 2024

R.K.Dalmia
Managing Director
DIN No: 00040951