



# CENTURY ENKA LIMITED

Registered Office : Plot No. 72 &72-A, MIDC, Bhosari, Pune - 411 026  
CIN : L24304PN1965PLC139075  
Tel. No. 020-66127300, 27120423 • Fax No. 020-27120113  
Website : www.centuryenka.com • E-mail: cel.investor@birlacentury.com

53<sup>rd</sup>  
Annual Report  
for the year  
2018-19  
has been  
posted  
separately

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 53<sup>rd</sup> Annual General Meeting of the Shareholders of CENTURY ENKA LIMITED will be held at Pudumjee Hall, Maharashtra Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411002 on Saturday, the 13<sup>th</sup> July, 2019 at 12.30 P.M. to transact the following business:

### ORDINARY BUSINESS

1. To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31<sup>st</sup> March, 2019.
2. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2019.

### SPECIAL BUSINESS

4. To consider and, if thought fit, to accord assent / dissent to the following Resolution.

#### AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof in the foregoing Act, Rules and Regulations for the time being in force), Mr. K.S. Thar (DIN 00390137) who holds the office upto 26<sup>th</sup> November, 2019 as a Non-Executive Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years w.e.f. 27<sup>th</sup> November, 2019 to 26<sup>th</sup> November, 2024.”

5. To consider and, if thought fit, to accord assent / dissent to the following Resolution.

#### AS SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the

Articles of Association of the Company, the consent of the Company be and is hereby accorded to pay remuneration by way of commission to its Directors, other than the Directors in the whole-time employment of the Company, at a rate not exceeding one percent of the net profits of the Company in each year, computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 and other relevant provisions of the said Act and other applicable laws, subject however to such ceiling, if any, as the Board of Directors may, from time to time fix within the limit of one percent for each year and the same be divided amongst them in such manner as the Board of Directors may, from time to time fix in that behalf for each year.”

“RESOLVED FURTHER THAT this resolution shall become effective for a period of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all such actions, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in this regard.”

6. To consider and, if thought fit, to accord assent / dissent to the following Resolution.

#### AS ORDINARY RESOLUTION

“RESOLVED THAT remuneration of ₹ 2,75,000/- (Rupees two lacs seventy five thousand only) plus Goods and Services Tax and reimbursement of out-of-pocket expenses to M/s.D.C.Dave & Co., Cost Accountants, appointed as the Cost Auditors of the Company and fixed their remuneration by the Board of Directors, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for the conduct of the audit of the cost records of the Company's products Nylon and Polyester as covered under the head “Textile” in the Notification dated 31<sup>st</sup> December, 2014 issued by the Ministry of Corporate Affairs, Government of India for the financial year ended 31<sup>st</sup> March, 2019 be and is hereby ratified.

By Order of the Board

Place: Mumbai  
Date: 21<sup>st</sup> May, 2019

**C.B. GAGRANI**  
Secretary

## Notice to the shareholders (Contd.)

### EXPLANATORY STATEMENT

#### (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

##### Item No. 4

Mr. K.S. Thar was appointed as Non-Executive Independent Director of the Company on 27<sup>th</sup> November, 2014 to fill up the casual vacancy and the appointment was approved in the 49<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> July, 2015 as Non-Executive Independent Director for a period of five consecutive years w.e.f. 27<sup>th</sup> November, 2014.

Pursuant to Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can hold office for two terms of five consecutive years on the Board of a Company. Mr. K.S. Thar's first term of five consecutive years as a Non-Executive Independent Director will expire on 26<sup>th</sup> November, 2019, and being eligible, his re-appointment is proposed as Non-Executive Independent Director to hold office for a second term of five consecutive years.

Mr. K.S. Thar is a Practicing Chartered Accountant having more than 35 years experience. He is on the Board of two private limited companies.

Mr. K.S. Thar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. K.S. Thar that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, Mr. K.S. Thar fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Considering his rich experience and expertise in accounts, finance and corporate matters and his valuable contribution to the Company, the Nomination and Remuneration Committee of Directors recommended and the Board of Directors of the Company approved the re-appointment of Mr. K.S. Thar for a second term of five consecutive years commencing from 27<sup>th</sup> November, 2019 subject to consent of the members.

The terms and conditions of his re-appointment is available for inspection by the Members at the registered office of the Company.

Mr. K.S. Thar has attended five Board Meetings during the financial year 2018-19.

The remuneration paid to Mr. K.S. Thar in the previous financial year 2018-19 was sitting fees for attending Board and Committee of Directors Meetings and commission (amounting to ₹ 6.4 lacs).

Mr. K.S. Thar is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Except Mr. K.S. Thar, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board of Directors commends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

A brief Resume is given hereinbelow.

##### Item No. 5

A Special Resolution was passed for payment of commission to Directors in the 48<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> September, 2014. Under the said resolution, commission to Directors other than the Directors in the whole time employment of the Company could be paid, subject to overall ceiling of 1% (one percent) of the net profits of the Company computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013.

The Board of Directors, exercises appropriate control and provides strategic guidance to business of the Company. The Board of Directors has constituted various Committees of Directors, such as Audit Committee covering wide and varied functions of the Company including review of quarterly financial results with Statutory Auditors, review internal audit reports and internal audit programme with Internal Auditors, effectiveness of internal control procedures and systems and their adequacy, risk management, follow-up of the outstanding issues and similar important issues. There are also Committees of Directors, such as, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Share Transfer Committee so that there is better compliance of corporate governance and monitoring of various functions by the Committees. Beside these, there are various compliances of SEBI/Stock Exchange Rules and Regulations, Code of Conducts, provisions of the Companies Act and other laws. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure

## Notice to the shareholders (Contd.)

Requirements) Regulations, 2015 also enhances the role of the Board of Directors. All these activities need involvement and high degree of monitoring and supervision by the Directors.

The Board Members of the Company comprises of outstanding professionals and industrialists and the Company is being benefited by their expert advice / guidance from time to time.

Section 197 of the Companies Act, 2013 permits payment of remuneration by way of commission to Directors upto 1% (one percent) of net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013. Within the permissible limit of 1% (one percent) of net profits, the Board of Directors is seeking your consent for payment of commission for each financial year with discretion to the Board of Directors to decide the amount to be disbursed in each financial year and its allocation among the eligible Directors. Section 197 of the Companies Act, 2013 and Articles of Association of the Company permits payment of such commission with the consent of the members accorded by a Special Resolution.

The Board of Directors commends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

All the Directors of the Company except Managing Director and Key Managerial Personnel, may be considered as interested or concerned in the said resolution.

### Item No. 6

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s.D.C.Dave & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the financial year ended 31st March, 2019 in respect of its products Nylon and Polyester as covered under the head "Textile" in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the year ended 31st March, 2019 as set out at item No. 6 of the accompanying notice.

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

The Board of Directors commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

### BRIEF RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED AS SET OUT IN THIS NOTICE

Name	Mrs.Rajashree Birla	Mr.K.S. Thar
Director Identification Number	00022995	00390137
Age	73 years	63 years
Nature of expertise	Industrialist	Chartered Accountant
List of other Directorships held excluding Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies.	<ol style="list-style-type: none"> <li>Grasim Industries Ltd</li> <li>Century Textiles and Industries Limited</li> <li>Pilani Investment and Industries Corporation Limited</li> <li>Hindalco Industries Limited</li> <li>UltraTech Cement Limited</li> <li>Aditya Birla Health Services Limited</li> </ol>	-
Name of the companies in the committees of which also holds membership/ chairmanship	Member of Corporate Social Responsibility Committee of following companies: <ol style="list-style-type: none"> <li>Grasim Industries Ltd</li> <li>Century Textiles and Industries Limited</li> <li>Hindalco Industries Limited</li> <li>UltraTech Cement Limited</li> </ol>	-
Other activities	Associated with charitable trusts and educational institutions	-
No. of shares held in the Company	26,080	-

## Notice to the shareholders (Contd.)

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company (For more details you may refer Section 105 of the Companies Act, 2013).
2. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, the 3<sup>rd</sup> July, 2019 to Friday, the 5<sup>th</sup> July, 2019, both days inclusive on account of dividend payment.
3. The payment of dividend, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on Saturday, the 6<sup>th</sup> July, 2019, or to their nominees. In respect of shareholding in dematerialised form, dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for the purpose. Dividend Warrants will be dispatched or credit will be given under National Electronic Clearing Services (NECS) / Electronic Clearing Services (ECS) as the case may be on or after 17<sup>th</sup> July, 2019.
4. The brief resume of Mrs. Rajashree Birla, who is eligible to be re-appointed as a Director liable to retire by rotation is given hereinabove. Mrs. Rajashree Birla is not related with any Director or Key Managerial Personnel except with Mr. B.K. Birla as daughter-in-law.
5. M/s. Khimji Kunverji & Co. LLP. (Formely M/s. Khimji Kunverji & Co.), Chartered Accountants, Mumbai (Firm Registration No. 105146W) have been appointed as Auditors of the Company pursuant to Section 139 read with Section 142 of the Companies Act, 2013 in the 50<sup>th</sup> Annual General Meeting of the Company to hold the office for a term of 5(five) consecutive years till the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors for each financial year based on the recommendation of Audit Committee of Directors.
6. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office well in advance so that the same may reach him at least 10 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.
7. (i) The unclaimed dividend upto financial years 1995-96 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend for the financial years upto 1995-96 may claim their dividend from the Registrar of Companies, Maharashtra, Pune by submitting an application in the prescribed form.  
(ii) Pursuant to Section 205A and 205C and other applicable provisions of the Companies Act, 1956, unclaimed dividend for the financial year 1996-97 to 2008-09 have already been transferred to Investor Education and Protection Fund (IEPF).  
(iii) Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), have become effective from 7<sup>th</sup> September, 2016. Unclaimed dividend for financial year 2009-10 has been transferred to IEPF. Unclaimed dividend for the financial year 2010-11 amounting to ₹19,08,907/- has been transferred to IEPF on 23<sup>rd</sup> August, 2018 and unclaimed dividend for the financial year 2011-12 and thereafter which remained unclaimed for a period of 7 years will be transferred to IEPF. Accordingly, unclaimed dividend for the financial year 2011-12 will fall due for transfer to the said IEPF on Saturday, the 6<sup>th</sup> August, 2019.  
(iv) Those members who have not encashed dividend warrant for the financial years 2011-12 to 2017-18 may return the time barred dividend warrant or write to the Company's Share Transfer Agent, M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083 for issue of duplicate dividend warrant. Members who have not encashed dividend warrant for the financial year 2011-12 shall return the time barred dividend warrant / write well before 6<sup>th</sup> August, 2019 for issue of fresh dividend warrant.
8. Pursuant to Section 124 of the Companies Act, 2013 read with IEPF Rules, 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 notice to all the shareholders on 25<sup>th</sup> March, 2019 who have not claimed dividends for seven consecutive years and are lying unclaimed. Advertisement in newspapers in this respect has also been released in English language and in regional language Marathi on 11<sup>th</sup> April, 2019. List of the shareholders who have not claimed the dividend for seven consecutive years is uploaded on the website of the Company. Shareholders are requested to claim the unclaimed dividends well before the due date .i.e.

## Notice to the shareholders (Contd.)

- 6<sup>th</sup> 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 and can be claimed from the IEPF Authority as per the procedure prescribed under IEPF Rules.
9. Dividend in respect of shares held in dematerialized/ physical form shall be credited to the beneficial owner's bank account / shareholder's bank account directly through NECS / ECS wherever NECS/ ECS facility is available subject to availability of bank account details / core banking account number and 9 digits MICR code number.
  10. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholder. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly download the prescribed form from company's website and submit the same to Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv). Shareholders holding shares in dematerialised form, should write to their Depository Participant for the purpose.
  11. Shareholders who are holding shares in identical order of names in more than one folios, are requested to write to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv) to consolidate their holdings in one folio.
  12. Shareholders who are holding shares in physical form are requested to notify change in address, if any, to Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv) quoting their folio number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participant.
  13. The route map showing directions to reach the venue of the 53<sup>rd</sup> AGM is annexed.

### MANDATORY REQUIREMENT

#### Updation of Bank Account Details for Payment of Dividend

SEBI vide its Circular dated 20<sup>th</sup> April, 2018, made it mandatory to incorporate Bank details in dividend warrants. Shareholders holding shares in physical or demat form and not provided the bank details are requested to submit the bank details alongwith original cancelled cheque leaf to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv). The cancelled cheque leaf shall have the shareholder's name printed on it. If cheque leaf does not contain the name of shareholder, then alongwith cancelled cheque leaf, shareholder is required to submit copy of bank passbook page / bank statement having the name of shareholder, address and bank account number, duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

#### Updation of PAN details

Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members having shares in electronic form are therefore, requested to submit their PAN details to their depository participant. Members holding shares in physical form are required to submit their self attested copy of PAN card to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv).

#### No Effect of Transfer of Shares in Physical Form w.e.f. 1<sup>st</sup> April, 2019

Securities and Exchange Board of India has amended the Regulation 40 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 that has mandated transfer of shares would be carried out only in dematerialised form and no transfer of shares in physical form will be processed w.e.f. 1st April, 2019, except in case of transmission or transposition.

Shareholders holding shares in Physical form should consider dematerialization of shares as it facilitates easy liquidity, change in particulars of Shareholders such as bank details, address, no loss of share certificates, etc.

The details of various banks and agencies providing dematerialization of shares services are available on the website of NSDL and CDSL.

## Notice to the shareholders (Contd.)

### PROCEDURE FOR REMOTE E-VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members 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 ballot paper/ electronic voting system 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 ballot paper/ electronic voting system.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, the 10<sup>th</sup> July, 2019 (9.00 a.m.) and ends on Friday, the 12<sup>th</sup> July, 2019 (5.00 p.m.) During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, the 6<sup>th</sup> 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.

The process and manner for remote e-voting are as under:

**Step 1 :** Log-in to NSDL's e-Voting system at

<https://www.evoting.nsdl.com/>

**Step 2 :** Cast your vote electronically on NSDL's e-Voting system.

#### STEP 1

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL by opening web browser and 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" 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 details. 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	User ID
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.



## Notice to the shareholders (Contd.)

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, 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:
  - d. Click on "Forgot User Details/Password?" (for shareholders holding shares in demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - e. Click on "Physical User Reset Password?" (for shareholders holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - f. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### STEP 2

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.
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 ON E-VOTING

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 [chetan.maru@mantrimaru.com](mailto:chetan.maru@mantrimaru.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## Notice to the shareholders (Contd.)

### OTHER INFORMATION OF E-VOTING

- A. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, the 6<sup>th</sup> July, 2019.
- B. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6<sup>th</sup> July, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).
- C. 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, shall only be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper/ electronic voting system.
- D. Mr. Chetan Maru, Chartered Accountant (Membership No.104522) Partner M/s.Mantri Maru & Co., Chartered Accountants has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at AGM venue and remote e-voting process in a fair and transparent manner.
- E. The Chairman of the Meeting shall at AGM venue, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper / electronic voting system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- F. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 forty eight hours 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 authorised, who shall countersign the same and declare the result of the voting forthwith.
- G. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.centuryenka.com](http://www.centuryenka.com) and on the website of NSDL immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and The National Stock Exchange Limited.





## CENTURY ENKA LIMITED

Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026

CIN: L24304PN1965PLC139075

Tel. No. 020-66127300 / 27120423 Fax No. 020-27120113

Website: www.centuryenka.com E-mail: cel.investor@birlacentury.com

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

### ATTENDANCE SLIP

Serial No.

Registered Folio No./ DP ID/ Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the 53<sup>rd</sup> Annual General Meeting of the Company being held on Saturday, the 13<sup>th</sup> July, 2019 at 12.30 P.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002.

Name of the Shareholder(s) 1. .... 2. .... 3. ....

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

Name of the Proxyholder ..... Signature of Proxy holder .....

**Note: Fill-in this Attendance Slip by Member/Proxy attending the Meeting and hand it over at the entrance of the venue of the Meeting.**

### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD

**Note :** The E-Voting starts from Wednesday, 10<sup>th</sup> July, 2019 at 9.00 A.M. and ends on Friday, 12<sup>th</sup> July, 2019 at 5.00 P.M. The E-Voting module shall be disabled by NSDL for voting thereafter. Kindly refer the instructions printed in the Notice of 53<sup>rd</sup> AGM before exercising your vote. These details form an integral part of the **Notice for the 53<sup>rd</sup> AGM to be held on 13<sup>th</sup> July, 2019.**



## CENTURY ENKA LIMITED

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

FORM No. MGT - 11

CIN : L24304PN1965PLC139075

Name of the Company : CENTURY ENKA LIMITED

Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026

### PROXY FORM

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

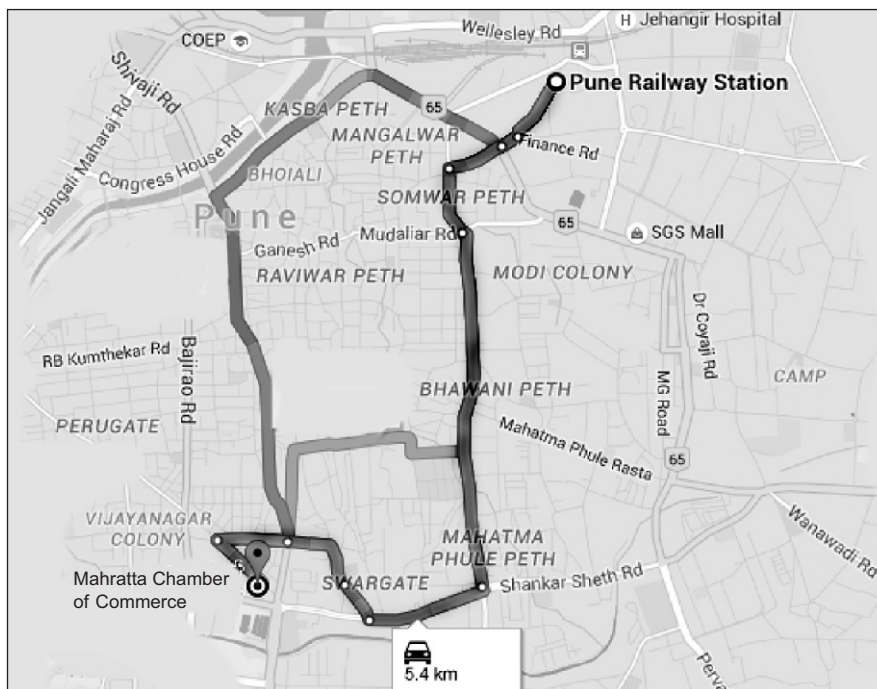
I/We, being the member(s) of ..... shares of the above named company, hereby appoint:

- Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him;
- Name ..... Address .....  
E-mail Id ..... Signature ..... or failing him;
- Name ..... Address .....  
E-mail Id ..... Signature .....

P.T.O.

## The Route Map to the AGM Venue

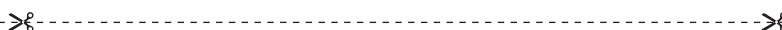
**Venue :** Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002.



**Landmark :** Behind Ganesh Kala Krida Mancha

**Distance from Pune Railway Station : 5.4 Km.**

**Distance from Pune Airport : 12.8 Km.**



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company to be held on Saturday, the 13<sup>th</sup> July, 2019 at 12.30 P.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
1	Consider and adopt the Reports of Auditors, Directors and Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2019.		
2	Re-appointment of Mrs. Rajashree Birla as a Director of the Company, liable to retire by rotation.		
3	Declaration of Dividend on Equity Shares.		
4	Re-appointment of Mr.K.S. Thar (DIN: 00390137) as Non -Executive Independent Director of the Company for a second term of five years w.e.f. 27 <sup>th</sup> November, 2019.		
5	Commission to Directors, other than Director in whole time employment of the Company at a rate not exceeding 1% (one percent) of the net profits of the Company.		
6	Ratification of remuneration of M/s D.C. Dave & Co., Cost Accountants for financial year ended 31 <sup>st</sup> March, 2019		

Signed this ..... day of ..... 2019.

Signature of shareholder(s) : .....

Signature of Proxy holder(s) : .....

Affix 15 Paise Revenue Stamp
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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 Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 53<sup>rd</sup> Annual General Meeting.
- \*(3) It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box, being a direction to proxy to vote accordingly. 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) at the back in box before submission.