



CENTURY ENKA LIMITED

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

CIN: L24304PN1965PLC139075

Tel. No. 020-66127304 / 300

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

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 59th Annual General Meeting (AGM) of the shareholders of Century Enka Limited (the "Company") will be held on Tuesday, 12th August 2025, at 2:30 PM IST, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors' and Auditors' thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, and the Report of the Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and Auditors thereon, and the Audited Consolidated Financial Statements for the said financial year along with the Auditors' Report thereon, as circulated to the Members, be and are hereby approved and adopted."

2. Declaration of Dividend

To declare a dividend on the equity shares of the Company for the financial year ended 31st March 2025.

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

"RESOLVED THAT in accordance with the recommendation of the Board of Directors, a dividend of ₹ 10/- (Rupees Ten only) per equity share for the financial year ended 31st March 2025, be and is hereby declared out of profit of the Company for the financial year 2024-25.

RESOLVED FURTHER THAT the dividend shall be paid, in accordance with the provisions of Section 123 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), to the Members or their mandate holders whose names appear in the Register of member, for holding shares in physical form, and benpos, for holding shares in dematerialized form, as of the close of business hours on Tuesday, 5th August 2025 ("Record Date")."

3. Appointment of Rotational Director

To appoint a Director in place of Mr. Jayant V. Dhobley (DIN: 02402556), who retires by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the re-appointment of Mr. Jayant V. Dhobley (DIN: 02402556) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, and liable to retire by rotation."

SPECIAL BUSINESS

4. Re-appointment of Mrs. Krupa R. Gandhi (DIN: 00294629) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and in accordance with Regulations 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Articles of Association of the Company, and subject to such approvals as may be required, Mrs. Krupa R. Gandhi (DIN: 00294629) based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, who currently serves as an Independent Director and whose term expires on 13th August 2025, and who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of

five consecutive years, commencing from 14th August 2025 and ending on 13th August 2030, not liable to retire by rotation.”

5. **Re-appointment of Mr. Suresh Sodani (DIN: 08789604) as a Managing Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee of the Directors and approval of the Board of Directors of the Company and subject to such approvals as may be required, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Suresh Sodani (DIN: 08789604) as the Managing Director for a term commencing from 1st September 2025 to 31st March 2027, not liable to retire by rotation, on the terms and conditions including remuneration and perquisites as set out below.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board,” which term shall be deemed to include any Committee constituted or to be constituted by the Board), be and is hereby authorized to alter, modify, or revise the terms and conditions of the said re-appointment, including remuneration and other benefits, from time to time, in such manner as it may deem appropriate and in the best interest of the Company, subject to compliance with applicable laws.”

A. Tenure:

The appointment shall be for a period commencing from 1st September 2025 and ending on 31st March 2027.

B. Remuneration:

- (i) Basic Salary: ₹6,15,893/- (Rupees six lakhs fifteen thousand eight hundred and ninety-three only) per month, with such increments as may be decided by the Board from time to time, subject to a maximum of ₹7,45,231/- (Rupees seven lakhs forty-five thousand two hundred and thirty-one only) per month.
- (ii) Special Allowance: ₹8,02,603/- (Rupees eight lakhs two thousand six hundred and three only) per month, with the possibility of revision by the Board, subject to maximum of ₹9,71,150/- (Rupees nine lakhs seventy-one thousand one hundred and fifty only) per month.
- (iii) Annual Variable Pay: ₹52,48,488/- (Rupees fifty-two lakhs forty-eight thousand four hundred eighty eight only) per annum, with potential increase as per Company policy and performance, subject to a ceiling of ₹1,30,00,000/- (Rupees

one crore thirty lacs only) per annum, in accordance with the applicable variable pay plan at this level, linked to individual and company performance.

- (iv) Housing Allowance: Up to 50% of basic salary as House Rent Allowance (HRA). In case company accommodation is provided, the value of such accommodation shall be adjusted against the HRA.

C. Perquisites, Allowances and Other Benefits:

- (i) Payment/Reimbursement of electricity and water charges by the Company if residing in company-provided colony accommodation.
- (ii) Leave Travel Allowance: ₹2,00,000/- (Rupees two lacs only) per annum.
- (iii) Personal Accident Insurance: As per Company policy applicable to senior executives.
- (iv) Provident Fund: Company's contribution at 12% of basic salary.
- (v) Superannuation Fund / National Pension Scheme: Contribution at 15% of basic salary as per Company rules/policies. Option for partial/full cash-out allowance is available.
- (vi) Continuity of service benefits such as leave, and gratuity shall be maintained from the date of service with the present employer.
- (vii) Gratuity: Payable at one month's basic salary, subject to Company's gratuity policy.
- (viii) Car Facility: A car or car cash-out allowance of ₹6,25,000 per annum and vehicle operating expenses of ₹4,00,000 or expenses as per the company policy as may be defined for this level, in case car is not provided by the Company along with driver and fuels.
- (ix) Communication Facilities: Telephone, fax, and other communication facilities at residence as applicable to senior executives of the Company.

D. Elevation in Role:

In the event of Mr. Sodani's elevation to a higher position within the Company during his tenure, the remuneration, allowances, and benefits applicable to the higher position shall be extended to him accordingly.

E. Annual Remuneration Review:

Remuneration is subject to review annually with effect from 1st July each year, in accordance with Company policy.

F. Governance:

Except as otherwise provided above, the Managing Director shall be governed by such policies and rules as are applicable to senior executives of the Company from time to time.

G. Statutory Compliance:

The total remuneration and perquisites payable in any financial year shall not exceed the limits prescribed under Sections 197 and 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions, or any statutory modification(s) or re-enactment(s) thereof for time being in force.

H. Sitting Fees and Commission from Subsidiaries/Joint Ventures/Associates:

Mr. Suresh Sodani will not be deemed to hold any office or place of profit by virtue of merely serving as a director on the boards of the Company's subsidiaries, joint ventures, or associate companies. However, considering the provisions of Section 188 of the Companies Act, 2013, and the applicable Rules and Schedule of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval be and is hereby granted, as a matter of abundant caution, for him to accept sitting fees and/or commission payable similar to other directors for attending the meetings of Board of Directors / Committee(s) of Subsidiaries / Joint Ventures / Associates of the Company or companies promoted by Century Enka Limited.

RESOLVED FURTHER THAT the appointment may be terminated by either party by giving three months' written notice."

6. Appointment of M/s. Sanjay Sangani & Co., Practicing Company Secretaries, as Secretarial Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 read with and Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, M/s. Sanjay Sangani & Co., Practicing Company Secretaries, (Firm represented by Mr. Sanjay H. Sangani, FCS No. 4090 and CP No. 3847) be and are hereby appointed as Secretarial Auditors, to carry out the Secretarial Audit and to issue Secretarial Audit Reports in compliance with the aforesaid laws, to hold office for a term of five consecutive years from the financial year 2025-26 to 2029-2030 (commencing from 1st April 2025 and ending on 31st March 2030).

RESOLVED FURTHER THAT M/s. Sanjay Sangani & Co. be and is hereby appointed on an annual remuneration plus applicable taxes as may be determined by the Board of Directors for each financial year, along with reimbursement of actual out-of-pocket expenses incurred in connection with the audit of the Company's secretarial records in consultation with the Secretarial Auditors."

7. Ratification of Remuneration of Cost Auditors for the financial year ended 31st March 2026

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendments(s) or enactment(s) thereof, for the time being in force), the remuneration of ₹3,50,000/- (Rupees Three Lakhs Fifty Thousand only) plus applicable Goods and Services Tax and reimbursement of out-of-pocket expenses, as approved by the Board of Directors, payable to M/s. Gopal Keswani & Co., Cost Accountants (Firm Registration No. 100761 and Membership No-19435), who have been appointed as Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending 31st March 2026, be and is hereby ratified and confirmed."

By Order of the Board of Directors
For Century Enka Limited

Rahul Dubey
VP Legal and Company Secretary
Membership No.: F8145

Place: Mumbai

Date: 6th May 2025

NOTES:

1. Ministry of Corporate Affairs (MCA) has vide its General Circular No. 09/2024 dated 19th September, 2024 along with other relevant General Circulars issued by the Ministry of Corporate Affairs ('MCA') (hereinafter referred to as 'MCA Circulars') from time to time permitted the Companies whose AGMs are due in the year 2024 or year 2025, to conduct their AGMs through VC/OAVM on or before 30th September 2025, without the physical presence of the members at a common venue and also provided relaxation from sending physical copies of financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders.
2. Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 provided relaxation to conduct their AGMs through VC/OAVM on or before 30th September 2025 and has also extended the relaxation from sending physical copies of financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders, for the AGMs conducted till 30th September 2025.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('The Act') in respect of businesses, set out at item no. 4, 5, 6 and 7 of the Notice is annexed hereto and forms part of this Notice.
4. The relevant details under Regulation 36(3) of the SEBI Listing Regulations and other requisite information as per clause 1.2.5

of Secretarial Standard - 2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of this Notice. The Directors have furnished the requisite declarations for their appointment/reappointment.

5. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction.
6. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM under the framework of MCA circulars where physical presence of members has been dispensed with. Accordingly, pursuant to the MCA circulars, the facility of appointment of proxy will not be available for this AGM and hence, the proxy form and attendance slip are not annexed hereto.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification/Guidance applicable to Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the AGM through VC/OAVM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026.
8. Institutional/ Corporate Shareholders (i.e., other than individuals, HUF, NRI etc.) intending to authorize their representatives to attend the AGM are requested to email a certified copy of Board Resolution or governing body resolution/authorization etc., authorizing their representatives to attend the AGM through VC / OAVM and vote on their behalf to the Scrutinizer at e-mail address chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.com.
9. Since this AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
10. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The facility of casting votes by a member using remote e-voting system as well as at AGM will be provided by National Securities Depository Limited ('NSDL'). The detailed instructions for casting vote are mentioned hereinafter under the head "Instructions for members for remote E-voting and joining General Meeting."
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year ended on 31st March 2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company's Registrar and Share Transfer Agent M/s. MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai-400083 ('R &

T Agent')/ Depositories, unless any member has requested for a physical copy of the same.

13. Members may note that the Notice and Annual Report for the financial year ended on 31st March 2025 will also be available on the Company's website i.e., www.centuryenka.com, websites of the Stock Exchanges i.e., BSE Limited & the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
14. The Register of Members of the Company will remain closed from Monday, 4th August 2025 to Tuesday, 5th August 2025, (both days inclusive) on account of dividend payment.
15. The record date for payment of dividend is Tuesday, 5th August 2025. The payment of dividend, if declared at the AGM, will be made, subject to deduction of tax at source at the prescribed rate to those shareholders whose names shall appear on the Company's Register of Members as at the end of the business hours on Tuesday, 5th August 2025, or to their nominees. In respect of shareholding in dematerialized form, dividend will be paid to the beneficial owners whose name appear on the Company's Register of Members as at the end of the business hours on Tuesday, 5th August 2025 as per details to be furnished by the Depositories for the purpose of payment of dividend. Payment of Dividend will be through National Electronic Clearing Services (NECS) / Electronic Clearing Services (ECS) or such other electronic mode as the case may be on or after Saturday, the 16th August 2025. SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 for the ease of compliance and investor convenience, has stated that Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders. However, the security holders are encouraged to update 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in the securities market.
16. Pursuant to Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April 2019. Further, SEBI vide its notification dated 24th January 2022 mandated that all requests for transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form, with effect from 24th January 2022. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of above and to eliminate all risks

associated with physical shares and to avail various benefits of dematerialization, members holding shares in physical form are advised to dematerialize the shares held by them. Members can contact the Company or the R & T Agent for assistance in this regard. The process for conversion of physical shares into demat is provided on the website of the Company at www.centuryenka.com. The details of registered depository participants (DP) are available on the website of the SEBI as well as on the website of the NSDL & CDSL.

17. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP, in case the shares are held by them in electronic form and with R & T Agent, in case the shares are held by them in physical form along with registration of KYC details and nomination.
18. All holders of physical securities of the Company are mandatorily required to furnish the KYC documents i.e., PAN (linked with Aadhaar), Contact details (postal address, mobile number and e-mail id), Bank Account details, Specimen Signature and Nomination/Opt-out Nomination, if not available in the records, to the Company's R & T Agent.
19. Shareholders who are holding shares in physical form are also requested to notify any changes in the KYC information by furnishing the KYC documents.
20. The shareholders holding the unexchanged share certificates shares in physical forms are requested to exchange with the new share certificate with the Company. Further, the Company pursuant to Regulation 39 read with Schedule VI of the SEBI Listing Regulations will initiate process to send a reminder to the Shareholders to claim unexchanged/undelivered share certificates lying with the Company failing which the unclaimed/unexchanged share certificates lying in physical form shall be transferred in dematerialised form for being held in Unclaimed Suspense Account.
21. In terms of provisions of Section 72 of the Act, nomination facility is available to individual shareholder. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to R & T Agent. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 (Opt-Out Nomination) or SH-14 (Cancellation or Variation of Nomination), as the case may be. The said forms can be downloaded from the Company's website www.centuryenka.com. Members, who are holding shares in dematerialized form are requested to contact their DP for this purpose.
22. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_

RTAMB/P/CIR/2022/8 dated 25th January 2022.

23. In case of joint holders attending the meeting, only such joint holder whose name appears as the first holder in the order of names will be entitled to vote during the AGM.
24. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 1st August 2025 through email on cel.investor@adityabirla.com. The same will be replied by the Company suitably.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, the Register of Charges as maintained under Section 85 of the Act and other relevant documents referred to in this Notice will be available electronically for inspection by the members during the 59th AGM. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cel.investor@adityabirla.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID & client Id and Number of shares held during business hours on all working days, up to the date of 59th AGM.
26. It is observed that few members of the Company 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 old 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.
27. Those members who have not encashed dividend warrant for the financial years 2017-18 to 2023-24 may return the time barred dividend warrant or write to R & T Agent, for payment of dividend by furnishing KYC documents including bank details.

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, Pune, Maharashtra by submitting an application in the prescribed form.

Pursuant to Section 205A and 205C and other applicable provisions of the Companies Act, 1956, and 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'), effective from 7th September 2016, Unclaimed dividend for financial years 1996-97 to 2016-17 have been transferred to Investor Education and protection Fund (IEPF).

Members who have not encashed dividend warrant for the financial year 2017-18 shall return the time barred dividend warrant before 1st August 2025 for payment of dividend as unclaimed dividend for the financial year 2017-18 will be due for transfer to the IEPF on Thursday, 14th August 2025.

28. Pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules as amended from time to time, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF. The Company, in compliance with the aforesaid rules, has sent individual notices on 30th April 2025 to those members whose shares are liable to be transferred to IEPF intimating them particulars of equity shares due for transfer and has also published a notice in newspaper in English and regional language i.e., Marathi, on 5th May 2025. The Company has also uploaded the details of such unclaimed/unpaid dividend and the related shares due for transfer on the website of the Company i.e., www.centuryenka.com. Concerned shareholders are requested to claim the unpaid/unclaimed dividend by Friday, 1st August 2025, well before the due date i.e., Thursday, 14th August 2025. If unclaimed dividends are not claimed by the shareholders on or before the date specified above, shares in respect of such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders can claim these equity shares only from the IEPF authority as per the procedure prescribed under IEPF Rules, the details of which are available at www.iepf.gov.in. The Shareholders are requested to complete their KYC for this purpose. The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circulars are available on Company's website i.e. www.centuryenka.com.
29. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April 2020, and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. Prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with R & T Agent (in case of shares held in physical mode) and DP (in case of shares held in electronic mode).
- A Resident Individual shareholder having PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cel.investor@adityabirla.com by Tuesday, 5th August 2025. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment, Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholders may mail the above documents to cel.investor@adityabirla.com. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, 5th August 2025.
30. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address and demise of any member as soon as possible. SEBI has made it mandatory for all companies to use the bank account

details furnished by the Shareholders/Depositories for depositing of dividends. Members can register/update the contact details through Form ISR-1 and Bank Details through ISR-2. Members are also advised not to leave their demat account(s) dormant for a long period. Statement of holdings should be obtained periodically from the concerned DP and holdings should be verified from time to time.

31. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated 31st July 2023 (updated as on 11th August, 2023) and Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 updated as on 28th December 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([https:// smartodr.in/login](https://smartodr.in/login)) and the same can also be accessed through the Company's website viz. www.centuryenka.com.

Additional information pursuant to the Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013

Item No.3

Appointment of Rotational Director

Pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Board of Directors, on the Nomination and Remuneration Committee, at its meeting held on 29th September 2023 appointed Mr. Jayant Vasant Dhobley as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, effective from the same date.

As per Regulation 17(1C) of the Listing Regulations, a listed entity must obtain shareholder approval for the appointment of a director either at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the Company obtained shareholder approval for Mr. Dhobley's appointment through postal ballot on 26th December 2023.

Further, in accordance with Section 152(6) and (7) of the Act, which deals with the retirement of directors by rotation and their eligibility for re-appointment, Mr. Jayant Vasant Dhobley, being liable to retire by rotation at the forthcoming Annual General Meeting, offers himself for re-appointment.

A brief profile of Mr. Jayant Vasant Dhobley is provided below:

Mr. Dhobley is the CEO and Business Head of Global Chemicals, Fashion Yarn & Insulators, Aditya Birla Group since 2021. His experience and expertise spans over three decades and have been instrumental in driving P & L, innovation, growth, and sustainability in his various roles. He completed his bachelor's degree in engineering, specializing in Polymer Technology, from MIT, Pune. Over the course of his career, Mr. Dhobley has garnered experience in various facets of the Speciality Material, Polymer and Chemical industry. He has worked in global roles across multiple domains in P & L, operations, mergers and acquisitions, and spearheading greenfield projects. In his career of 30 years, he has worked in Greaves Cotton & Co Ltd, Amcor, and DSM. A notable aspect of his professional journey is the two decades, he spent working in China and Singapore. His experience has equipped him with a deep understanding of the Asia Pacific chemical industry and market dynamics, allowing him to bring unique insights and strategies.

Except for Mr. Jayant Vasant Dhobley, being the appointee, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this Notice.

The Board of Directors recommends the Ordinary Resolutions as set out at Item No.3 of this Notice for the approval of the Members of the Company.

Item No. 4**Re-appointment of Mrs. Krupa R. Gandhi (DIN-00294629) as an Independent Director of the Company**

Mrs. Krupa R. Gandhi (DIN: 00294629) was appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, and 152, and other applicable provisions of the Companies Act, 2013, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments, statutory modifications, or re-enactments thereof currently in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof currently in force). Her appointment was made on recommendation of Nomination and Remuneration Committee and by a resolution passed by the Board of Directors and was subsequently approved by the shareholders for a first term of five (5) consecutive years, effective from 14th August 2020. Accordingly, her first term as an Independent Director will expire on 13th August 2025.

The Nomination and Remuneration Committee, at its meeting held on 6th May 2025, recommended to the Board that the continued association of Mrs. Krupa R. Gandhi with the Company would be in the best interest of the Company and its shareholders. This recommendation is based on the outcome of her performance evaluation, as well as her qualifications, experience, professional background, and significant contributions during her tenure. The rationale for the proposed reappointment of Mrs. Krupa R. Gandhi is based on several key factors, including:

- Her consistent demonstration of high standards of integrity, independent judgment, and impartiality in decision-making.
- Active and effective participation in Board and Committee

meetings, where she regularly provides strategic guidance, valuable insights, and constructive feedback.

- Extensive experience and domain expertise that are well aligned with the Company's business operations and long-term strategic goals.
- The strong confidence and trust she commands from the Board, management, and stakeholders, attributable to her professionalism, ethical conduct, and unwavering commitment to safeguarding shareholder interests.
- Her continued compliance with all prescribed independence criteria and confirmation of no disqualification under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At its meeting held on 6th May 2025, the Board of Directors of the Company, after considering the recommendation of the Nomination and Remuneration Committee, and taking into account Mrs. Krupa R. Gandhi's qualifications, experience, professional background, substantial contributions during her tenure, and the rationale for her reappointment, approved and recommended her reappointment as an Independent Director of the Company for a second term of five (5) consecutive years, commencing from 14th August 2025 and ending on 13th August 2030.

The decision was supported by a performance evaluation conducted on various parameters, including (but not limited to) her attendance at Board and Committee meetings, expertise and experience, ability to constructively challenge and contribute to discussions, as well as her knowledge of the Company's operations, industry landscape, and awareness of global business trends.

Mrs. Krupa R. Gandhi has consented to her proposed reappointment as an Independent Director of the Company and has confirmed that she is qualified to continue as an Independent Director pursuant to the provisions of Section 164(1) and Section 164(2) of the Companies Act, 2013, and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof currently in force). She has further confirmed that she is not debarred from accessing the capital markets or restrained from holding the position of Director in any company by any order issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), or any other regulatory authority.

Additionally, Mrs. Gandhi has submitted the requisite declarations confirming that she meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that she remains independent of the management. She has also confirmed that she is not aware of any circumstances or situations that exist or can be reasonably anticipated to exist, which could impair her ability to discharge her duties as an Independent Director with objective and independent judgment and without any external influence.

Further, in accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing

from a Member proposing the candidature of Mrs. Krupa R. Gandhi for appointment to the office of Independent Director of the Company.

Mrs. Krupa R. Gandhi is a Commerce Graduate from Bombay University, a Fellow Member of the Institute of Chartered Accountants of India (ICAI), and holds a Certificate of Practice. She is a Partner at M/s. Bansi S. Mehta & Co., Chartered Accountants, from the past 25 years and specialised in corporate advisory, tax advisory, litigation, due diligence, tax audits, and other areas within the Direct Tax domain.

The Board of Directors recommends the Special Resolutions as set out at Item Nos. 4 of this Notice for the approval of the Members of the Company.

Except for Mrs. Krupa Rajen Gandhi, being the appointee, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any manner, financially or otherwise, concerned or interested in the resolution set out at Item No. 4 of this Notice.

Item No. 5

Re-appointment of Mr. Suresh Sodani (DIN-08789604) as a Managing Director of the Company

Pursuant to the provisions of Sections 152, 196, 197, 198, and 203 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof currently in force), and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Articles of Association of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 14th July 2020, appointed Mr. Suresh Sodani (DIN: 08789604) as a Director of the Company with effect from 1st September 2020.

At the same meeting, Mr. Suresh Sodani was also appointed as the Managing Director of the Company for a period of five (5) years, effective from 1st September 2020, subject to the approval of the Members of the Company. The same was approved by Shareholders of the Company in their AGM held on 13th August 2020. His current term as Managing Director is set to expire on 31st August 2025; however, he will continue to serve as a Director of the Company beyond the completion of his tenure as Managing Director.

The Nomination and Remuneration Committee, at its meeting held on 6th May 2025, recommended to the Board that the continued association of Mr. Suresh Sodani with the Company would be in the best interest of the Company and its members. This recommendation is based on the outcome of his performance evaluation, as well as his qualifications, experience, professional background, substantial contributions during his tenure. Further, the rationale for the proposed reappointment of Mr. Suresh Sodani is supported by several key considerations, including:

- Proven strong leadership, strategic foresight, and effective decision-making, which have significantly contributed to the Company's growth, stability, and overall performance.
- Initiatives that have led to enhanced operational efficiency, the maintenance of robust financial health, and a strengthened market presence.

- A strong focus on long-term strategic planning and the pursuit of sustainable growth and value creation.
- A deep and practical understanding of the Company's operations, culture, and industry landscape, enabling effective navigation of current challenges and capitalization on future opportunities.
- The confidence and trust he commands from the Board, shareholders, and key stakeholders, built on a foundation of integrity, commitment, and alignment with the Company's vision and values.
- Ongoing compliance with all applicable regulatory requirements, with all necessary approvals and disclosures to be undertaken in line with statutory norms.

At its meeting held on 6th May 2025, the Board of Directors of the Company, after considering the recommendation of the Nomination and Remuneration Committee and taking into account Mr. Suresh Sodani's qualifications, experience, professional background, substantial contributions during his tenure, and the rationale proposed, approved and recommended to the members the reappointment of Mr. Suresh Sodani as Managing Director of the Company for the period from 1st September 2025 to 31st March 2027, not liable to retire by rotation.

The performance evaluation of Mr. Sodani was conducted based on several criteria, including but not limited to attendance at Board and Committee meetings, skills, experience, knowledge of the Company's business, and understanding of industry and global trends.

Mr. Suresh Sodani has consented to his proposed reappointment as Managing Director and confirmed that he is qualified to continue as a Director of the Company pursuant to Sections 164(1) and 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not debarred from accessing the capital markets nor restrained from holding the position of Director in any company by any order issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, or any other competent authority.

Further, in accordance with Section 160 of the Companies Act, 2013, the Company has received a written notice from a member proposing Mr. Sodani's candidature for the office of Managing Director of the Company.

Brief resume of Mr. Suresh Sodani including the nature of expertise in specific functional area

Mr. Suresh Sodani, a Chartered Accountant and a Cost and Management Accountant by qualification with over three decades of experience in the field of Finance, Accounts, IT, Logistic, Strategic Planning & Policy Formulation and Corporate Governance. Before joining Century Enka, he was in leadership role as Cluster Manufacturing Head for Vilayat and Karwar Units of Chlor-Alkali business of Grasim Industries Limited.

During his professional journey, Mr. Sodani had played an important role in articulating long term strategy of Chlor-Alkali business and played leadership role in many central projects and long-term initiatives for the business.

In 2019, Mr. Sodani was awarded with prestigious Aditya Birla Group

Chairman's Individual Award in the Category of Accomplished Leader. During his tenure as Managing Director of Century Enka Limited, he has brought strategic focus on main business verticals by increasing NTCF capacity, foray into PTCF, new Value-Added Products in NFY, exited non-viable products with investments in modernisation, renewable energy and safety initiatives.

The remuneration and other terms and conditions of Mr. Suresh Sodani as the Managing Director of the Company as set out in the resolution are subject to your approval.

The Board of Directors recommends the Ordinary Resolutions as set out at Item No.5 of this Notice for the approval of the Members of the Company.

Except Mr. Suresh Sodani, being an appointee, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No.5 of this Notice.

Item No. 6

Appointment of M/s. Sanjay Sangani & Co., Practicing Company Secretaries, as Secretarial Auditors

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to the provisions of Sections 204, read with Rules 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof currently in force) ("the Act"), every listed company and certain prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's Report prepared under Section 134(3) of the Act.

Further, in compliance with recent amendments to Regulation 24A of the Listing Regulations, every listed entity is mandated to conduct a Secretarial Audit and attach the Secretarial Audit Report to its Annual Report. Additionally, the listed entity must appoint a Secretarial Auditor who shall be either an individual Company Secretary in practice or a firm of Company Secretaries in practice holding a valid certificate of peer review issued by the Institute of Company Secretaries of India (ICSI) to conduct the Secretarial Audit.

An individual Secretarial Auditor may be appointed for a maximum term of five consecutive years (one term), whereas a Secretarial Audit firm may be appointed for a maximum of two terms of five consecutive years each, subject to approval by the shareholders at the Annual General Meeting.

Accordingly, the Board of Directors has approved the appointment of M/s. Sanjay Sangani & Co., Practicing Company Secretaries (Membership No. FCS 4090 & Certificate of Practice No. 3847), a proprietary concern, as the Secretarial Auditors of the Company for a term of five years, commencing from 1st April 2025 to 31st March 2030. This appointment is subject to the approval of the shareholders at the forthcoming Annual General Meeting.

In recommending M/s. Sanjay Sangani & Co. for this appointment, the Board carefully evaluated several important factors, including the firm's capability to conduct the audit, its relevant experience within the Company's business segments, its industry reputation, the clientele it serves, and its technical expertise. Further, the rationale for the proposed appointment is supported by the following key considerations:

1. The firm possesses a comprehensive understanding of the Company's secretarial records, compliance processes, and corporate governance framework, which enables a more effective and insightful audit.
2. The appointment ensures continuity in audit practices and maintains consistency in reporting standards.
3. The firm has demonstrated a high level of diligence, independence, and expertise in conducting secretarial audits, while also providing valuable guidance on regulatory compliance matters.
4. The firm continues to fully comply with the eligibility and independence criteria prescribed under applicable laws.

M/s Sanjay Sangani & Co., Practicing Company Secretaries, is a peer-reviewed proprietary firm of Mr. Sanjay H. Sangani. (Membership No. FCS 4090 & Certificate of Practice No. 3847) is a qualified Company Secretary, Chartered Accountant, and Commerce Graduate. He brings extensive expertise in Company Law, SEBI and Stock Exchange regulations, Finance, Accounts, and Income Tax. With over 36 years of post-qualification experience, Mr. Sangani has worked with various companies for 12 years and has been engaged in secretarial practice for the past 24 years. He is supported by a team of qualified Company Secretaries with diverse experience, along with other support staff. The firm provides services to a wide range of corporate clients, including listed companies, public limited companies, and subsidiaries of foreign companies.

The terms of appointment for M/s Sanjay Sangani & Co. include a tenure of five consecutive years, commencing from FY 2025-26 to FY 2029-30, with proposed annual remuneration of ₹ 1.10 lacs P.A. plus applicable taxes and/or as to be determined by the Board of Directors for each financial year. Additionally, reimbursement of out-of-pocket expenses related to the secretarial audit will be provided.

M/s Sanjay Sangani & Co. has provided their consent to act as the Secretarial Auditors of the Company and has confirmed that, if appointed, their engagement will comply with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Accordingly, the consent of the shareholders is sought for the appointment of M/s Sanjay Sangani & Co. as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the members, as set out in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel, or their relatives have any financial or other interest in the proposed resolution.

Item No. 7

Ratification of Remuneration of Cost Auditors for the financial year ended 31st March 2026

The Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. Gopal Keswani & Co., Cost Accountants (Firm Registration No. 100761 and Member ship No-19435) as Cost Auditors to conduct the audit of the Company's cost accounts for the financial year ending 31st March 2026, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only), plus applicable Goods and Services Tax and reimbursement of out-of-pocket expenses.

The Audit Committee, at its meeting held on 6th May 2025, recommended the appointment after carefully evaluating several key factors, including the firm's capability to conduct the audit, its relevant experience in the Company's business segments, the clientele it serves, and its technical expertise. The rationale for the proposed appointment is further supported by the following considerations:

1. A thorough understanding of the Company's cost structures, accounting systems, and industry-specific processes, which enhances audit effectiveness and ensures accurate reporting.
2. Consistency in audit approach, facilitating enhanced compliance and stronger cost control measures.
3. Proven professional competence, punctuality, offering valuable insights into cost management and operational efficiency.

4. Ongoing compliance with the independence and eligibility requirements as mandated by applicable laws.

The brief profile of brief profile of M/s. Gopal Keswani & Co., Cost Accountants is given below:

He has been a practicing Cost Accountant since 1999, with over 25 years of experience in taxation, cost audits, project finance, and providing expert financial guidance and compliance solutions. He has served on the Managing Committee of the Kalyan-Ambernath Chapter of the Institute of Cost Accountants of India for the past 25 years, including roles as Treasurer and Secretary in previous terms. Currently, he is the Chairperson of the Chapter, actively leading initiatives focused on professional development and industry engagement.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the members of the Company. Accordingly, the consent of the Members is sought for the approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2026.

The Board recommends the approval of the remuneration payable to M/s. Gopal Keswani & Co., Cost Accountants, for conducting the cost audit and the passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this resolution.

BRIEF RESUME OF PERSON PROPOSED TO BE RE-APPOINTED AS DIRECTOR OF THE COMPANY AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Jayant V. Dhobley	Mrs. Krupa R. Gandhi	Mr. Suresh Sodani
Directors Identification Number (DIN)	02402556	00294629	08789604
Age	56 years	55 years	58 years
Date of Appointment on the Board	29 th September 2023	14 th August, 2020	1 st September 2020
Qualification	B.E. (Specialization in Polymer Technology)	B.Com., Fellow Member of Institute of Chartered Accountants of India	FCA & ICWA
Nature of expertise	Corporate Management & Operations, mergers & acquisitions, and spearheading greenfield projects For details refer item no-3 of explanatory statements	Corporate Advisory & Litigation Services in Direct Tax and Tax Audits For details refer item no-4 of explanatory statements	Finance, Accounts, IT, Logistic, Strategic Planning & Policy Formulation and Corporate Governance For details refer item no-5 of explanatory statements
Other Directorships held excluding Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	a)Aditya Birla Power Composites Limited b)Aditya Birla Science & Technology Company Private Limited c)Aditya Birla Specialty Chemicals Private Limited	Kruti Finance and Holdings Pvt. Ltd.	-
Name of the companies in which holds membership/ chairpersonship	Nil	Nil	Nil
Names of listed companies from which resigned in the past three years	Nil	Nil	Nil

Name of the Director	Mr. Jayant V. Dhobley	Mrs. Krupa R. Gandhi	Mr. Suresh Sodani
Terms and conditions for appointment and re-appointment	Non-Executive Director liable to retire by rotation.	Appointment as Independent Director not liable to retire by rotation	Appointment as Managing Director not liable to retire by rotation.
Remuneration last drawn	As mentioned in the Corporate Governance Report (forming part of Annual Report for the financial year ended 31 st March 2025)	As mentioned in the Corporate Governance Report (forming part of Annual Report for the financial year ended 31 st March 2025)	Not liable to retire by rotation. As mentioned in the Corporate Governance Report (forming part of Annual Report for the financial year ended 31 st March 2025)
Remuneration proposed to be paid	Entitled to sitting fees for the Board and Committee meetings attended (if designated) and Commission as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Entitled to sitting fees for the Board and Committee meetings attended (if designated) and Commission as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Remuneration proposed to be paid is the part of resolution for approval of the shareholders
No. of shares held in the Company	2,500	Nil	Nil
Relationship with other directors, Manager, Key Managerial Personnel of the Company	None	Nil	Nil
No. of Board meetings attended during the year	4 (four)	4 (four)	4 (four)

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- Pursuant to the General Circular No. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3rd October 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the website of the Company at

<https://www.centuryenka.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 9th August 2025 at 9:00 AM (IST) and ends on Monday 11th August 2025 at 5:00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 5th August 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 5th August 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
	<ol style="list-style-type: none"> 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for

e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company

name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through desktops/ laptops for better experience.
3. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cel.investor@adityabirla.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company email id-cel.investor@adityabirla.com from Monday, 4th August 2025 at 9:00 AM (IST) to Friday, 8th August 2025 at 5:00PM (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Special Window for Re-lodgement of Transfer Requests of Physical Shares

Investors who missed the deadline to re-lodge transfer deeds for physical shares, the Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July 2025 has announced a six-month special window from 7th July 2025, to 6th January 2026, allowing shareholders to re-lodge transfer documents that were lodged before 1st April 2019, but rejected/returned/not attended due to deficiency in the documents/process/or otherwise. The securities that are re-lodged for transfer shall be issued only in demat mode.

FOR INFORMATION OF THE SHAREHOLDERS

I. FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 59TH AGM FOR REFERENCE:

Sr. No.	Particulars	Details of access
1	Day, Date & Time of 59 th AGM	Tuesday, 12 th August 2025 at 2:30 PM (IST)
2	Book Closure (both days inclusive)	Monday, 4 th August 2025 to Tuesday, 5 th August 2025
3	Cut-off date for e-Voting	Tuesday, 5 th August 2025
4	Period for remote e-Voting	Saturday, 9 th August 2025 at 9:00 AM (IST) and ends on Monday 11 th August 2025 at 5:00 PM (IST)
5	E-mail ID and period of registration for members who would like to express their views or ask questions during the AGM	cel.investor@adityabirla.com Monday, 4 th August 2025 at 9:00 AM (IST) to Friday, 8 th August 2025 at 5:00PM (IST)
6	E-mail ID for resident individual with PAN who is not liable to pay income tax need to submit form 15G/15H & Non-resident Shareholders Form 10F by	Tuesday, 5 th August 2025 cel.investor@adityabirla.com
7	Username and password for Video Conferencing (VC)	Members may attend the AGM through VC by accessing the link https:// www.evoting.nsdl.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice
8	Helpline number and e-mail id for any query regarding VC participation and e-Voting	NSDL: call on 022 - 4886 7000 or send a request to Ms. Rimpa Bag - Assistant Manager at evoting@nsdl.com
9	E-mail ID and period for members seeking any information about the financial statements or any matter to be placed at the 59 th AGM	cel.investor@adityabirla.com Friday, 1 st August 2025
10	Registrar and Share Transfer Agent - Contact details	MUFG Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No.: +91-8108116767 Email ID - rnt.helpdesk@in.mpms.mufg.com
11	Century Enka Limited - Contact details	Century Enka Limited Plot No. 72 & 72A, MIDC, Bhosari, Pune - 411026, Maharashtra Tel No. 020-66127304/300 Email: cel.investor@adityabirla.com

II. PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT AND USER ID/PASSWORD OR E-VOTING AND UPDATION OF ACCOUNT MANDATE FOR RECEIPT OF DIVIDEND:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com providing Form ISR-1 containing Folio No., Name of a shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be submitted to Registrar and Transfer Agents of the Company, MUFG Intime India Private Limited, in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after the implementation of Core Banking Solutions, 9 digit MICR Code Number; and 11 digit IFSC Code, a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Electronic (Demat) Holding	Please contact your Depository Participant ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP