



CENTURY ENKA LIMITED

Registered Office: Plot No. 72 & 72-A, MIDC, Bhosari, Pune 411026

CIN: L24304PN1965PLC139075

Phone No. 020-66127300, 27120423 Fax No. 020-27120113

Website: www.centuryenka.com Email: investor@centuryenka.com

51st
Annual Report
for the year
2016-17
has been
posted
separately

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 51st 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 5th August, 2017 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider the Report of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31st March, 2017.
2. To appoint a Director in place of Mrs. Rajashree Birla who retires by rotation and, being eligible, offers herself for re-appointment.
3. To declare dividend on Equity Shares for the year ended 31st March, 2017.
4. To consider and, if thought fit, to pass with or without modification the following Resolution as Ordinary Resolution.

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013 (having its Firm Registration Number – 105146W) be and is hereby ratified as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 52nd Annual General Meeting of the Company."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company, Mr. O.R. Chitlange (DIN 00952072) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 16th May, 2017 and who hold the said office, upto the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

6. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions 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 thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. O.R. Chitlange (DIN 00952072), as the Managing Director of the Company for the period and upon the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to 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) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. O.R. Chitlange, in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible in law.

A. Period : 5 (five) Years w.e.f. 16th May, 2017.

B. Remuneration :

- (i) Basic Salary : Rs.5,00,000/- (Rupees five lacs) per month with such increments as the Board may decide from time to time, subject however to a ceiling of

Rs.8,50,000/- (Rupees eight lacs fifty thousand) per month as Basic Salary.

- (ii) Personal Allowance : Rs.12,38,000/- (Rupees twelve lacs thirty eight thousand) per month with such increment as the Board may decide from time to time, subject however to a ceiling of Rs.21,04,000/- (Rupees twenty one lacs four thousand) per month.
 - (iii) Annual Variable Pay : Rs.40,00,000/- (Rupees forty lacs) per annum linked to the achievement of business & individual performance, as may be decided by the Board from time to time. This is subject to a maximum payout of Rs.60,00,000/- (Rupees sixty lacs) per annum.
 - (iv) House Rent Allowance : 50% of Basic Salary.
- C. Perquisites, Allowances and Other Benefits :
- (i) Expenses on electricity and water will be borne / reimbursed by the Company.
 - (ii) Medical expenses / allowances at one month Basic Salary per annum.
 - (iii) Leave travel allowance at one month Basic Salary per annum.
 - (iv) Annual Membership fee of one Club during the tenure of appointment. This will not include admission or life membership fees.
 - (v) Personal Accident Insurance as per the Company's Policy as applicable to Senior Executives of the Company.
 - (vi) Company's contribution towards Provident Fund (12%) of Basic Salary and Superannuation Fund (15%) of Basic Salary as per the Rules / Policies applicable to Senior Executives of the Company.
 - (vii) Gratuity as per the Rules/Policies of the Company and any additional gratuity as may be decided by the Board.
 - (viii) A chauffeur driven car provided and maintained by the Company for use on Company's business and personal use.
 - (ix) Telephone, telefax and other communication facilities at residence as applicable to Senior Executives of the Company."
- D. In case, Mr. O.R. Chitlange is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits, applicable to that level, will also apply to him.
- E. Annual remuneration review is effective from 1st July each year, as per the Policy of the Company and subject to recommendation of the Nomination and Remuneration Committee of Directors and approval of the Board of Directors.
- F. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- G. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197 and 198 read with Schedule V and other applicable provisions of the Act, or any statutory modification or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- Provided that where in any financial year, the company has no profits or its profits are inadequate, the company shall pay the above salary, perquisites, allowances and other benefits to the Managing Director as and by way of minimum remuneration, subject to applicable provisions of Schedule V to the Act and such approvals as may be required.
- H. Though considering the provisions of Section 188 of the Companies Act, 2013, and the applicable Rules and Schedule of the Act, Mr. O.R. Chitlange would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures / Associates, to

accept the sitting fees / commission paid / payable 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 Company has no objection to Mr. O.R. Chitlange's association with Century Rayon (a Unit of Century Textiles And Industries Ltd.) as a Business Advisor in his personal capacity so far his association does not interfere with the discharge of his duties as Managing Director of the Company and subject to such terms and conditions as the Board of Directors may decide from time to time."

"RESOLVED FURTHER THAT so long as Mr. O.R. Chitlange functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT the aforesaid appointment may be terminated by either party giving to the other three months notice in writing."

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT remuneration of Rs.2,75,000/- (Rupees two lacs seventy five thousand only) plus taxes 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 "Textiles" in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India for the financial year ended 31st March, 2017 be and is hereby ratified.

8. To consider and, if thought fit, to pass with or without modification the following resolution:

AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (NCD)/bonds/other instruments on a private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, provided the outstanding amount at any time during the period shall not exceed Rs.150 crores (Rupees one hundred fifty crores), within the overall borrowing limits of the Company, as approved by the members from time to time".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of NCDs/bonds/other instruments."

By Order of the Board

C.B. GAGRANI
Secretary

Place: Mumbai
Date : 10th May, 2017

EXPLANATORY STATEMENT

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

Item No. 5 & 6

Pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of Directors, the Board of Directors at its meeting held on 10th May, 2017, appointed Mr. O.R. Chitlange (DIN 00952072) as an Additional Director of the Company w.e.f. 16th May, 2017. At the said Meeting, the Board also appointed Mr. O.R. Chitlange as the Managing Director of the Company, for a period of 5 (five) years with effect from 16th May, 2017, subject to approval of the shareholders.

As an Additional Director, Mr. O.R. Chitlange holds office upto the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director of the Company. Pursuant to the provisions of Section 160 of the Act, the Company has received a notice in writing along with the deposit of requisite amount from Mr. O.R. Chitlange, signifying his candidature for the office of the Director of the Company and consent to act as a Director of the Company.

Mr. O.R. Chitlange is a Chartered Accountant by qualification. He has been with Century Rayon (A Divn. Of Century Textiles & Industries Ltd.) as Senior President for last 9 years and before that he had held various positions in the division and also other divisions of Century Textiles and Industries Limited. During his tenure as Senior President of Century Rayon, there was all-round improvements in functioning of the division, improved profitability, good human resource management resulted into improved productivity, capacity expansion and better product realization.

There is a synergy in various areas of operations of the Company and Century Rayon as both are part of man-made fiber industry and would help in smooth functioning of the Company.

Mr. O.R. Chitlange has helped turning Century Rayon in good shape. His joining to Century Enka Limited would lead a vacuum at top position at Century Rayon and would deprive it of his long experience in Century Rayon operations and has requested the Company that Mr. O.R. Chitlange's association as Business Advisor should be allowed so that benefits of his expertise may be available to them and for that they will pay remuneration directly to him. Your Company has considered the request and allowed Mr. O.R. Chitlange to continue his association as Business Advisor of Century Rayon so long Mr. O.R. Chitlange devote his time to Century Enka Limited to enable him to fulfill his duties and responsibilities as Managing Director of the Company.

The remuneration and other terms and conditions of Mr. O.R. Chitlange

as the Managing Director of the Company as set out in the resolution are subject to your approval.

Mr. O.R. Chitlange is not related to any Director of the Company. The disclosure relating to Mr. O.R. Chitlange, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out hereinafter as part of the notice.

The Board of Directors commends the Ordinary Resolutions set out at Item No. 5 & 6 of this Notice for the approval of the Members of the Company.

Except Mr. O.R. Chitlange, being an appointee, none of the other 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 & 6 of this Notice.

Item No. 7

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. 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, 2017.

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 in respect of its products Nylon and Polyester as covered under the head "Textile" in the Ministry of Corporate Affairs, Government of India for the year ended 31st March, 2017 as set out in the Resolution for the aforesaid services to be rendered by them.

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 approval of the Resolution set out at Item No. 7 of the Notice for ratification of remuneration by the Members.

Item No. 8

As per the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non Convertible Debentures (NCD)/ bonds/other instruments on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution, which can be obtained once a year for all the offers and invitations for such NCDs/bonds/other instruments during the year.

NCDs/bonds/other instruments including Commercial Paper, issued on private placement basis is one of the important and cost effective source of borrowings for the Company.

The approval of the Members is being sought by way of a special resolution under Sections 42 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs/bonds/other instruments on a private placement basis, in one or more tranches, during a period of one year from the date of passing of this resolution provided the outstanding at any time during the period shall not exceed Rs.150 crores (Rupees one hundred fifty crores), within the overall borrowing limits of the Company, as approved by the members from time to time, with authority to the Board of Directors to determine the terms and conditions, including the issue price of the NCD/bonds/other instruments.

This is an enabling Resolution to borrow the money by way of NCDs / bonds / other instruments in case of need, being a cost effective source of borrowing. However, right now there is no plan to borrow money during the year.

The Board of Directors commends the resolution at item No. 8 of the accompanying notice, for the approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the passing of the resolution at Item No. 8, except to the extent of NCDs/ bonds/other instruments that may be subscribed to by them, their relatives or companies/firms in which they are interested.

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 26th July, 2017 to Friday, the 28th July, 2017, 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, 29th July, 2017, 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 9th August, 2017.
4. 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.
5. (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.
(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), which have become effective from 7th September, 2016, unclaimed dividend for the financial year 2009-10 and thereafter which remained unclaimed for a period of 7 years will be transferred to Investor Education and Protection Fund ('the Fund'). Accordingly, unclaimed dividend for the financial year 2009-10 will fall due for transfer to the said Fund on Saturday, the 5th August, 2017.
(iv) Those members who have not encashed dividend warrant for the financial years 2009-10 to 2015-16 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 2009-10 shall return the time barred dividend warrant / write before 5th August, 2017.

- (v) Pursuant to Section 124(6) read with IEPF Rules, all shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more are required to be transferred to IEPF designated demat account. The Company has sent notice to all the shareholders whose dividends for seven consecutive years or more are lying unclaimed. Advertisements in the newspapers in this respect were also released twice. 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 dividend. If unclaimed dividend is not claimed by the shareholders, shares covered by such unclaimed dividends will be transferred to IEPF Account as may be designated by the Government. 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 Government as per the procedure prescribed under IEPF Rules.

6. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner'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 code number.

Shareholders holding shares in physical form and desirous of availing NECS/ ECS facility, should provide the bank details / core banking account number and 9 digits code number in NECS/ECS Mandate Proforma.

NECS / ECS Mandate Proforma can be downloaded from the Company's website www.centuryenka.com.

7. 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 write to the Company's Share Transfer Agent at the address mentioned in Note 5(iv). Shareholders holding shares in dematerialised form, should write to their Depository Participant for the purpose.
8. 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 5(iv) to consolidate their holding in one folio.
9. Shareholders who are holding shares in physical form are requested to notify change in address, if any, to Share Transfer Agent at the address mentioned hereinabove in Note 5(iv) quoting their folio number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. This Notice and the Annual Report 2016-17 are available on the Company's website viz. www.centuryenka.com.
11. The route map showing directions to reach the venue of the 51st AGM is annexed.
12. Procedure for 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 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 2nd August, 2017 (9.00 a.m.) and ends on Friday, the 4th August, 2017 (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 29th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user Id & password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - [Login](#)
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Century Enka Limited"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting can use your existing user ID and password/PIN for casting your vote.

However, If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. In case shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 of Saturday, the 29th July, 2017.

X. 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. 29th July, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper/ electronic voting system.

XIII. Mr.Chetan Maru, Chartered Accountant (Membership No.104522) Partner M/s.Mantri Maru & Co., Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. 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 remot e-voting facility.

XV. 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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 NSE Limited.

BRIEF RESUME OF PERSONS PROPOSED TO BE APPOINTED/RE-APPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING

Name	Mrs. Rajashree Birla	Mr. O. R. Chitlange
Date of Appointment	05.05.2015	16.05.2017
Age	71 Years	59 Years
Nature of expertise	Industrialist	Corporate Mangement
Qualification	B.A.	B. Com., F.C.A.
Name of public limited companies in which also holds directorship	1. Aditya Birla Health Services Limited 2. Aditya Birla Nuvo Limited 3. Century Textiles & Industries Limited 4. Grasim Industries Limited 5. Hindalco Industries Limited 6. Idea Cellular Limited 7. Ultra Tech Cement Limited	-
Name of the companies in the committees of which also holds membership/ chairmanship	-	-
Other activities	Associated with charitable trusts & educational institutions.	Associated with charitable trusts & educational institutions.
No. of shares held in the Company	26,080	Nil



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: investor@centuryenka.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 51st Annual General Meeting of the Company being held on Saturday, the 5th August, 2017 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 Proxyholder

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 / PIN

Note : The E-Voting starts from Wednesday, 2nd August, 2017 at 9.00 A.M. and ends on Friday, 4th August, 2017 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 51st AGM before exercising your vote. These details form an integral part of the **Notice for the 51st AGM to be held on 5th August, 2017.**

* **Only members who have not updated their PAN with the Company/ Depository Participants shall use Password / PIN in the PAN field.**



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

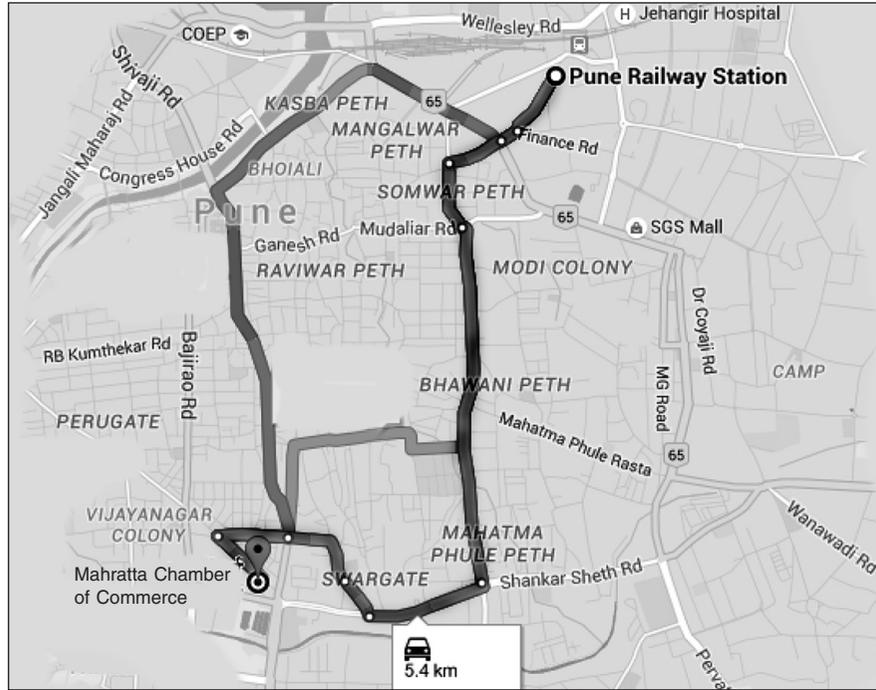
I/We, being the member(s) of shares of the above named company, hereby appoint:

- 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 51st Annual General Meeting of the Company to be held on Saturday, the 5th August, 2017 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 st March, 2017.		
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	Ratification of appointment of M/s. Khimji Kunverji & Co. Chartered Accountants as Statutory Auditors of the Company from the conclusion of 51 st Annual General Meeting until the conclusion of 52 nd Annual General Meeting.		
5	Appointment of Mr. O.R. Chitlange as a Director.		
6	Appointment of Mr. O.R. Chitlange as a Managing Director.		
7	Ratification of remuneration of M/s. D.C. Dave & Co., Cost Accountants for the financial year ended 31 st March, 2017.		
8	Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis upto ₹ 150 crores.		

Signed this day of 2017.

Signature of shareholder(s) :

Signature of Proxy holder(s) :

Affix
15 Paise
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 51st 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.