



CENTURY ENKA LIMITED

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

CIN : L24304PN1965PLC139075

Tel. No. 020-66127300, 27120423 • Fax No. 020-27120113

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

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 54th Annual General Meeting of the Shareholders of CENTURY ENKA LIMITED will be held on Thursday, the 13th August, 2020 at 12.30 P.M.(IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 of the Company for the year ended 31st March, 2020.
2. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To declare dividend on Equity Shares for the year ended 31st March, 2020.

SPECIAL BUSINESS

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

AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 and the rules there under (including any amendment(s), statutory modification(s) or re-enactment(s) in the foregoing for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of holding office by Mrs. Rajashree Birla (DIN: 00022995) on her re-appointment as Director liable to retire by rotation in the foregoing resolution of this Annual General Meeting and on her attaining the age of 75 years on 15th September, 2020, upto the expiry of her term of office as a Director in the Company."

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

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 152 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 the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment of Mr. Suresh Sodani (DIN 08789604) as a Director of the Company with effect from 1st September, 2020."

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

AS 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, 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 required, the consent of the Members be and is hereby accorded to the appointment of Mr. Suresh Sodani (DIN 08789604) as the Managing Director of the Company with effect from 1st September, 2020, 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 the appointment and remuneration in such manner as may be considered appropriate and in the best interest of the Company and as may be permissible in law.

A. Period : 5 (five) Years

B. Remuneration :

- (i) Basic Salary : Rs.4,28,500/- (Rupees four lacs twenty eight thousand five hundred) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.8,00,000/- (Rupees eight lacs) per month as Basic Salary.
- (ii) Special Allowance : Rs.4,60,500/- (Rupees four lakhs sixty thousand five hundred) per month with such increment as the Board may decide from time to time, subject however to a ceiling of Rs.9,00,000/- (Rupees nine lakhs) per month as special allowance.
- (iii) Annual Variable Pay: A variable pay up to a maximum of Rs. 54,00,000/- (Rupees fifty four lacs) per annum, with such increments as the board may decide from time to time, subject however to a ceiling of Rs. 1,30,00,000/- (Rupees one crore thirty lacs), as per the variable pay plan applicable at this level, linked to individual and company performance.
- (iv) Housing: As per company policy a maximum of 50% of Basic Salary as House Rent Allowance will be provided. In case of the Company provided accommodation, value of the accommodation will be recovered or reduced from the House Rent Allowance.

C. Perquisites, Allowances and Other Benefits:

- (i) Expenses on electricity and water will be borne / reimbursed by the Company in case he decides to stay in the accommodation available in the colony.
- (ii) Leave travel allowance at Rs. 2 lac (Rupees two lacs) per annum.
- (iii) Personal Accident Insurance as per the Company's Policy as applicable to Senior Executives of the Company.
- (iv) Company's contribution towards Provident Fund (12%) of Basic Salary.
- (v) Company's contribution towards Superannuation Fund/ National Pension Scheme at (15%) of Basic Salary as per the Rules / Policies applicable to Senior Executives of the Company. An option to avail this amount in part or full as cash-out allowance will be provided.
- (vi) For the purpose of Leave and Gratuity and other like benefits the services will be considered as continuing from the present employer. The present employer will transfer the amount accrued against the same to the Company at the time of joining.
- (vii) The gratuity at one month basic salary subject to the gratuity policy of the company.
- (viii) A car or car cash-out allowance of Rs.6,25,000 per annum in case car is not provided by the Company, along with driver and fuels expenses will be provided as provided and maintained as per the company policy as may be defined for this level.
- (ix) Telephone, telefax and other communication facilities at residence as applicable to Senior Executives of the Company.

D. Deferred Compensation

- (i) A deferred compensation of Rs. 40 lacs (Rupees forty lakhs) per annum from date of joining, for a period of three years, to be paid at the end of the corresponding year of service subject to certain terms and conditions.
- E. In case, Mr. Suresh Sodani 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.
- F. Annual remuneration review is effective from 1st July each year, as per the Policy of the Company.
- G. 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.
- H. 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.

- I. Though considering the provisions of Section 188 of the Companies Act, 2013, and the applicable Rules and Schedule of the Act, Mr. Suresh Sodani would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries / Joint Ventures / Associates, approval be and is hereby granted by way of abundant caution for him 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 aforesaid appointment may be terminated by either party giving to the other three months notice in writing".

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

AS ORDINARY RESOLUTION

"RESOLVED THAT remuneration of Rs. 2,75,000/- (Rupees two lacs seventy five thousand only) plus Goods and Services Tax and reimbursement of out-of-pocket expenses to M/s. D.C.Dave & Co., Cost Accountants, appointed as the Cost Auditors of the Company and fixed their remuneration by the Board of Directors, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for the conduct of the audit of the cost records of the Company's products Nylon and Polyester as covered under the head "Textile" in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India for the financial year ended 31st March, 2020 be and is hereby ratified.

By Order of the Board

Place: Mumbai

Date : 14th July, 2020

C.B. GAGRANI

Secretary

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated 5th May, 2020 read with circular No. 14/2020 dated 8th April, 2020 and Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at the meeting venue and that will be in compliance with the provisions of the Companies Act 2013 ("Act"). The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (hereinafter called as SEBI Circular) extended relaxation to listed companies in view of Covid-19 pandemic from the Compliance of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 relating to conduct of Annual General Meeting through VC / OAVM. The AGM of the Company, pursuant to aforesaid Circulars issued by MCA and SEBI, is being held through VC / OAVM from the Registered Office of the Company.

2. The members can join the Annual General Meeting through VC/OAVM mode 30 minutes before and after the scheduled time of commencement of the meeting (i.e. 12.30 PM (IST)) by following the procedure mentioned herein after under the head "Instructions for Members for Attending AGM through VC/OAVM". The facility of participation at AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This does not include large Shareholders (i.e. holding 2% or more shares) promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and Auditors, who are to attend AGM without restriction of first come first serve basis.
3. This AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with in line with aforesaid Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The facility of casting votes by a member using remote e-voting system as well as at AGM will be provided by NSDL. The detail instructions for casting vote are mentioned hereinafter.

Members who wish to speak at AGM shall send their name and DP ID / folio no. three days before AGM date on following e-mail ld.cel.investor@birlacentury.com
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution / Authorization / Power of Attorney etc. (Authorisation) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in
6. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, the 3rd August, 2020 to Wednesday, the 5th August, 2020, both days inclusive on account of dividend payment.
7. The payment of dividend, if declared at the said meeting, 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 on Thursday, the 6th August, 2020, 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 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 17th August, 2020.

Shareholders, who have not provided bank details as stated herein after in Note 11 to facilitate payment of dividend through electronic mode, will be paid by dispatch of dividend warrant upon normalization of postal services.

8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form as it facilitates easy liquidity, change in particulars of shareholding such as bank details, address, no loss of share certificates etc.. Members can contact the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai-400 083 (R & T Agent) for assistance in this regard. The details of various banks and agencies providing dematerialization of shares services are available on the website of NSDL and CDSL.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs 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.
10. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholder. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly download the prescribed form (SH-13) from the company's website and submit the same to R & T Agent at the address mentioned herein above in Note 8. Shareholders holding shares in dematerialised form, should write to their Depository Participant for this purpose.
11. Shareholders who are holding shares in physical form are requested to notify changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the R & T Agent at the address mentioned hereinabove in Note 8 quoting their folio number alongwith requisite documents and Shareholders holding shares in dematerialised form, should intimate request for such changes to their Depository Participant.
12. Shareholders who are holding shares in identical order of names in more than one folios, are requested to write to the R & T Agent at the address mentioned hereinabove in Note 8 to consolidate their holdings in one folio.
13. Members seeking any information with regard to the accounts

- or any matter to be placed at the AGM, are requested to write to the Company on or before 3rd August, 2020 through email on cel.investor@birlacentury.com. The same will be replied by the Company suitably in the meeting.
14. Those members who have not encashed dividend warrant for the financial years 2012-13 to 2018-19 may return the time barred dividend warrant or write to R& T Agent, for payment of dividend by providing bank details and documents as provided in Note 11 hereinabove. Members who have not encashed dividend warrant for the financial year 2012-13 shall return the time barred dividend warrant / write well before 1st August, 2020 for payment of dividend.
 - (i) The unclaimed dividend upto financial years 1995-96 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend for the financial years upto 1995-96 may claim their dividend from the Registrar of Companies, Maharashtra, Pune by submitting an application in the prescribed form.
 - (ii) Pursuant to Section 205A and 205C and other applicable provisions of the Companies Act, 1956, unclaimed dividend for the financial year 1996-97 to 2008-09 have already been transferred to Investor Education and Protection Fund (IEPF).
 - (iii) Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), have become effective from 7th September, 2016. Unclaimed dividend for financial years 2009-10 to 2011-12 have been transferred to IEPF. Unclaimed dividend for the financial year 2012-13 and thereafter which remained unclaimed for a period of 7 years will be transferred to IEPF. Accordingly, unclaimed dividend for the financial year 2012-13 will fall due for transfer to the said IEPF on Sunday, the 16th August, 2020.
 15. The brief resumes of Mrs. Rajashree Birla, who is eligible to be re-appointed as a Director liable to retire by rotation and Mr. Suresh Sodani, who is to be appointed as a Director, are given hereinafter. None of Mrs. Rajashree Birla or Mr. Suresh Sodani are related with any Director or Key Managerial Personnel.
 16. M/s. Khimji Kunverji & Co. LLP. (Formerly M/s. Khimji Kunverji & Co.), Chartered Accountants, Mumbai (Firm Registration No. 105146W) have been appointed as Auditors of the Company pursuant to Section 139 read with Section 142 of the Companies Act, 2013 in the 50th Annual General Meeting of the Company to hold the office for a term of 5(five) consecutive years till the conclusion of the 55th Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors for each financial year based on the recommendation of Audit Committee of Directors.
 17. In compliance with the aforesaid MCA Circulars and SEBI Circular (referred in note no. 1) Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.centuryenka.com, websites of the Stock Exchanges i.e. BSE Limited and 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>
 18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 19. Pursuant to Finance Act 2020, w.e.f. 1st April, 2020 dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source at the prescribed rates from dividend payable to shareholders. For the 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 with depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cel.investor@birlacentury.com by 5th August, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 20. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment in India and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to cel.investor@birlacentury.com. The aforesaid declarations and documents need to be submitted by the shareholders 5th August, 2020.
 21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT

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

Item No. 4

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") effective from 1st April, 2019, the listed entities to obtain approval of shareholders by way of a Special Resolution to appoint or continue the directorship of Non Executive Directors who have attained the age of 75 years.

Accordingly, a Special Resolution is being proposed to be passed by the members for continuation of holding of office by Mrs. Rajashree Birla, who would attain the age of 75 years on 15th September, 2020.

Mrs. Rajashree Birla is on the Board of Grasim Industries Limited, Hindalco Limited, Ultra Tech Cement Limited, Century Textiles and Industries Limited, Pilani Investment Limited and various national and international Aditya Birla Group of Companies.

Mrs. Rajashree Birla is a Chairperson of the Aditya Birla Centre for Community Initiatives and Rural Development, spearheading the social and community welfare activities and initiatives in education, healthcare, sustainable livelihood and social reform work, which have created a positive difference in the lives of millions of rural people.

Mrs. Rajashree Birla, a visionary and philanthropist par excellence, has been recognised with various awards for her exemplary work in the field of social welfare. Some of the notable awards are Padma Bhushan, The Rajiv Gandhi Award for Eminence in Social Field, Polio Eradication Champion Award. She has also been conferred Golden Peacock Award by the Government of Sweden for her exemplary activities of CSR.

Mrs. Rajashree Birla also holds important positions in various organisations involved in initiatives for social welfare and promotion of art and culture. Some of the notable organisations are Chairperson of FICCI - Aditya Birla CSR Centre of Excellence, Board member of Habitat for Humanity's Global Committee, SBI Foundation as Additional Independent Director.

Mrs. Rajashree Birla has attended 4 Board Meetings during the financial year 2019-20.

The remuneration paid to Mrs. Rajashree Birla in previous financial year 2019-20 was sitting fees for attending Board Meetings and commission both amounting to Rs.5.60 lacs.

Mrs. Rajashree Birla is being interested in the resolution set out at Item No. 4 of the Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution. This statement also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

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

Item No. 5 & 6

Pursuant to provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (the Act), the companies (Appointment and qualification of Directors) Rules, 2014, the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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 14th July, 2020, appointed Mr. Suresh Sodani (DIN 08789604) as a Director of the Company w.e.f. 1st September, 2020 and at the said Meeting, has also appointed as the Managing Director of the Company, for a period of 5 (five) years effective from 1st September, 2020, subject to approval of the Members of the Company.

Mr. Suresh Sodani is a Chartered Accountant and Cost and Management Accountant by qualification. He has been with Aditya Birla Group since 1991 and has been heading senior positions since 2009.

Mr. Suresh Sodani, from January 2019 is the Cluster Manufacturing Head of Vilayat and Karvar Units of Chlor-Alkali business of Grasim Industries Limited, a Aditya Birla Group Company, and is the largest manufacturer of Chlor-Alkali and value added products of chlorine in India and amongst top 10 in the world. He is mainly responsible for the growth and profitability of both the Units alongwith efficient and safe operation. He is also heading many central projects and long term initiative for the business. The combined turnover of both the Units for the financial year 2019-20 was Rs.1655 Crs.

Mr. Suresh Sodani for the period March 2016 to December 2018 was the President and Unit Head of Grasim Industries Ltd., Chemical Division, Nagda, responsible for the profitability and efficient operations of the Unit, improve competitiveness and long term sustenance measure, supply-chain initiative for Chlor-Alkali business. He has also implemented a Zero Liquid Discharge Scheme for liquid effluent in record time.

He was President and Unit Head of Renukoot Division of Aditya Birla Chemicals (India) Ltd. (the Unit acquired from Kanoria Chemicals Ltd) for the period March 2014 to February 2016, responsible for the profitability and efficient operation of the Unit.

He was President for the period October 2009 to February 2014 of Tanfac Industries Ltd., a Joint Venture Company between Aditya Birla Group and Tamil Nadu Industrial Development Corporation Ltd. engaged in fluorine chemical business.

During the period 2002 to 2009, he was Function Head (Finance and Commerce) in Chemical Division at Nagda and Sponge Iron Division of Grasim Industries Ltd.

Mr. Suresh Sodani is the recipient of the Chairman's Accomplished Leader Award (2019) at the Aditya Birla Group.

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.

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 Nos. 5 & 6 of this Notice.

The Board of Directors commends the Ordinary Resolutions as set out at Item Nos. 5 & 6 of this Notice for the approval of the Members of the Company.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s.D.C.Dave & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the financial year ended 31st March, 2020 in respect of its products Nylon and Polyester as covered

under the head "Textile" in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors

for auditing the cost records of the Company for the year ended 31st March, 2020 as set out in the Resolution.

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

The Board of Directors commends the Ordinary Resolution set-out at item No.7 of the Notice for approval of the Members.

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

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Mrs. Rajashree Birla	Mr. Suresh Sodani
Director Identification Number	00022995	08789604
Date of Birth	15th September, 1945	25 March 1967
Date of Appointment	5th May, 2015	1st September, 2020
Qualification	B.A.	B.Com., FCA, AICWA
Nature of expertise	Industrialist	Corporate Management
Name of the listed companies in which also holds directorship	Grasim Industries Limited Hindalco Industries Limited UltraTech Industries Limited Century Textiles and Industries Limited Pilani Investment and Industries Corporation Limited	-
Name of the companies in the committees of which also holds membership/ chairmanship	Member of Corporate Social Responsibility Committee of following companies: Grasim Industries Limited Hindalco Industries Limited UltraTech Industries Limited Century Textiles and Industries Limited	-
Other activities	Associated with charitable trusts & educational institutions	-
No. of shares held in the Company	26,080	-

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

The remote e-voting period begins on Monday, 10th August, 2020 (9.00 A.M.) and ends on Wednesday, 12th August, 2020 (5.00 P.M.) The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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.co.in.
- 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.nsd.com to reset the password.
- 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.nsd.com or call on toll free no.: 1800-222-990, e-mail ID : evoting@nsdl.co.in or send a request to Ms. Pallavi Mhatre, Manager, Tel. No. 022-2499 4545, e-mail ID : pallavid@nsdl.co.in.

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 cel.investor@birlacentury.com.
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 cel.investor@birlacentury.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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 here in above to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through 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@birlacentury.com). The same will be replied by the company suitably in the meeting.