

# CENTURY ENKA LIMITED

(Factory : Bhosari, Pune 411 026)

Phone : +91-20-66127300  
Telefax : +91-20-27120113  
Email : [celpune.reception@birlacentury.com](mailto:celpune.reception@birlacentury.com)  
Company CIN : L24304PN1965PLC139075



Communicate at  
Post Box No. 17,  
Plot No. 72 & 72 - A, MIDC,  
Bhosari, Pune - 411 026.

15<sup>th</sup> July, 2021

Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai - 400051

Thru. NEAPS  
Stock Code : CENTENKA

Listing Department  
BSE Limited  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400001

Thru : BSE Listing  
Stock Code : 500280

Dear Sirs,


Sub : **Notice of 55<sup>th</sup> Annual General Meeting ('AGM') of the Company**

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Notice of the 55<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, August 13, 2021 at 2:30 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

We shall appreciate if you kindly display a copy of the AGM Notice of the Company on your Notice Board and Website for information of your members.

Thanking you

Yours faithfully  
For Century Enka Limited

  
(Rahul Dubey)  
Company Secretary  
FCS 8145



Regd. Office : Plot No. 72 & 72 - A, M.I.D.C., Bhosari, Pune-411 026.

Website : [www.centuryenka.com](http://www.centuryenka.com)

An ISO 9001 : 2015, ISO14001 : 2015  
& BS OHSAS 18001 : 2007  
Certified Company



# CENTURY ENKA LIMITED

Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026  
CIN : L24304PN1965PLC139075  
Tel. No. 020-66127304 / 300 • Fax No. 020-27120113  
Website : www.centuryenka.com • E-mail: cel.investor@birlacentury.com

## NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 55<sup>th</sup> Annual General Meeting of the Shareholders of CENTURY ENKA LIMITED will be held on Friday, the 13<sup>th</sup> August, 2021 at 2.30 P.M.(IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To consider the Reports of the Auditors and Directors and to receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021
2. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2021.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to accord assent / dissent to the following resolution:

### AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment in the foregoing for the time being in force), M/s.Khimji Kunverji & Co LLP, Chartered Accountants, Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013 (Firm Registration Number-105146W/W100621) be and are hereby appointed as Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of this 55<sup>th</sup> Annual General Meeting until the conclusion of the 60<sup>th</sup> Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors for each financial year based on the recommendation of the Audit Committee and reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company and the said remuneration be paid to them in such instalments as may be decided by the Board of Directors".

### SPECIAL BUSINESS

4. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and, being eligible, offered herself for reappointment and in this regard to consider and if thought fit, to accord assent / dissent to the following resolution

### AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable Articles of Association of the Company and Regulation 17(1A) of

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment, substitution or re-enactment in the foregoing for the time being in force), consent of the members of the Company to the reappointment of Mrs Rajashree Birla (DIN. 00022995), who retire by rotation and being eligible for reappointment and has attained the age of seventy five years, be and is hereby accorded as a Director of the Company liable to retire by rotation.

5. To appoint Mrs. Krupa R. Gandhi (DIN-00294629) as an Independent Director of the Company and to consider and, if thought fit, to accord assent/dissent to the following Resolution:

### AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and other applicable provisions of the Companies Act, 2013 read with schedule IV to the Act and the applicable rules of the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification, amendment, substitution or re-enactment in the foregoing for the time being in force) consent of the Company be and is hereby accorded to the appointment of Mrs. Krupa R. Gandhi (DIN:00294629), who was appointed as an Independent Director of the Company by the Board of Directors w.e.f. 14<sup>th</sup> August 2020 for a term of five consecutive years.

- 6 To appoint Mr. Devajyoti N. Bhattacharya (DIN-00868751), as Non-Independent Non Executive Director of the Company and 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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the applicable rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment in the foregoing for the time being in force) Mr. Devajyoti N. Bhattacharya (DIN-00868751), who was appointed as an Additional Director, w.e.f 12<sup>th</sup> October 2020 and to hold office up to this Annual General Meeting, and as recommended by the Nomination and Remuneration Committee of Directors, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and to consider and, if thought fit, to accord assent/dissent to the following Resolution:

### AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions of the Companies Act, 2013 and rules framed

there under (including any statutory modifications, amendment, substitution or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company (a soft copy of the Articles of Association is available on the website of the Company) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT Mr. Suresh Sodani, Managing Director; Mr. Krishna Ladsaria, Chief Financial Officer and Mr. Rahul Dubey, Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution”.

8. To consider the remuneration of Cost Auditors and if thought fit, to accord assent / dissent to the following Resolution:

#### AS ORDINARY RESOLUTION

“RESOLVED THAT remuneration of ₹ 2,75,000/- (Rupees two lacs seventy five thousand only) plus Goods and Services Tax as applicable and reimbursement of out-of-pocket expenses for the financial year ended 31<sup>st</sup> March, 2021 to M/s. M.R. Dudani & Co., Cost Accountants, appointed as the Cost Auditors of the Company and fixed their remuneration by the Board of Directors for the said financial year pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for the conduct of the audit of the cost records of the Company's products Nylon and Polyester as covered under the head “Textile” in the Notification dated 31<sup>st</sup> December, 2014 issued by the Ministry of Corporate Affairs, Government of India, be and is here by ratified”.

By Order of the Board

**Rahul Dubey**  
Secretary

Place: Pune

Date : 18<sup>th</sup> May, 2021

#### NOTES:

1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, and Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 in relation to relaxation of compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting (i.e. 2.30 PM IST) by following the procedure mentioned herein after under the head “instruction for members for attending AGM through VC/ OAVM”. 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.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of item Nos.(3) to (8) of the Notice set out above, is hereto annexed
4. Pursuant to the Circular No. 14/2020 dated April 08, 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.
5. 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.
6. 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.
7. 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.
8. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, the 3<sup>rd</sup> August, 2021 to Thursday, the 5<sup>th</sup> August, 2021, both days inclusive on account of dividend payment.
  9. 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 5<sup>th</sup> August, 2021, 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 Tuesday, the 17<sup>th</sup> August, 2021.
- Shareholders, who have not provided bank details as stated herein after in Note 13 to facilitate payment of dividend through electronic mode, will be paid by dispatch of dividend warrant by postal services.
10. 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 facilitate easy liquidity, change in particulars of shareholding such as bank details, address and no loss of share certificates etc.. Members can contact the Company's Registrar and Transfer Agent, 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.
  11. 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.
  12. 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 / R & T Agent's website and submit the same to R & T Agent at the address mentioned herein above in Note 10. Shareholders holding shares in dematerialised form, should write to their Depository Participant for this purpose.
  13. 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 10 quoting their folio number alongwith requisite documents and Shareholders holding shares in dematerialised form, should intimate request for such changes to their Depository Participant.
  14. 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 10 to consolidate their holdings in one folio.
  15. 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 3<sup>rd</sup> August, 2021 through email on cel.investor@birlacentury.com. The same will be replied by the Company suitably in the meeting.
  16. Those members who have not encashed dividend warrant for the financial years 2013-14 to 2019-20 may return the time barred dividend warrant or write to R& T Agent, for payment of dividend by providing bank details, KYC application along with Address and ID Proof to complete KYC and documents as provided in Note 13 hereinabove. Members who have not encashed dividend warrant for the financial year 2013-14 shall return the time barred dividend warrant / write well before 30<sup>th</sup> September, 2021 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) Pursuant to Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund)

Rules, 2016 (IEPF Rules), have become effective from 7<sup>th</sup> September, 2016. Unclaimed dividend for financial years 2009-10 to 2012-13 have been transferred to Investor Education and protection Fund (IEPF). Unclaimed dividend for the financial year 2013-14 and thereafter which remained unclaimed for a period of 7 years will be transferred to IEPF. Accordingly, unclaimed dividend for the financial year 2013-14 will fall due for transfer to the said IEPF on Saturday, the 16<sup>th</sup> October, 2021.

17. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("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 has sent individual notice on 20<sup>th</sup> May, 2021 to all the concerned shareholders intimating them particulars of equity shares due for transfer. These details are also available on the Company's website [www.centuryenka.com](http://www.centuryenka.com). Advertisement in newspapers in this respect has also been released in English language and regional language i.e. Marathi on 26<sup>th</sup> May, 2021. Shareholders are requested to claim the unclaimed dividend by 30<sup>th</sup> September, 2021, well before the due date which fall due on 16<sup>th</sup> October, 2021. If unclaimed dividends are not claimed by the shareholders, shares covered by such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders will be able to 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](http://www.iepf.gov.in).

18. The brief resumes of Mrs. Rajashree Birla (DIN: 00022995), who retire by rotation and eligible to be re-appointed as a Director liable to retire by rotation, Mrs. Krupa R. Gandhi (DIN-294629) who is to be appointed as an Independent Director and Mr. Devajyoti N Bhattacharya (DIN-00868751) proposed for appointment as a Director liable to retire by rotation are given hereinafter. None of said Directors are related with any Director or Key Managerial Personnel.

19. In compliance with the aforesaid MCA Circulars and SEBI Circular (referred in note no. 1) Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website [www.centuryenka.com](http://www.centuryenka.com), websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

20. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 01<sup>st</sup> April, 2020, and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. 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 DP (in case of shares held in electronic mode).

A Resident Individual shareholder with 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@birlacentury.com](mailto:cel.investor@birlacentury.com) by 2<sup>nd</sup> August, 2021. Shareholders are requested to note that in case 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 and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholders may submit the above documents (PDF/JPG Format) by e-mail to [cel.investor@birlacentury.com](mailto:cel.investor@birlacentury.com). The aforesaid declarations and documents need to be submitted by the shareholders by 2<sup>nd</sup> August, 2021.

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)

#### Items No-3

Pursuant to Section 139 of the Companies Act, 2013, every Company shall be required to appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting.

Provided that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it shall be obtained that the auditor shall satisfy the criteria provided in section 141 of the Companies Act, 2013.

M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, (LLP Registration Number - LLPIN AAP-2267 and firm registration number - 105146W/W100621) were appointed as Auditors of the Company to hold office for a term of five consecutive years which comes to the end on the 55<sup>th</sup> Annual General Meeting of the Company.

The Board in its meeting held on 18<sup>th</sup> May 2021, on recommendation of the Audit Committee has recommended the appointment of M/s. Khimji Kunverji & Co. LLP, Chartered Accountants, (LLP Registration Number- LLPIN AAP-2267 and Firm Registration Number- 105146W/W100621) as the statutory auditors of the Company for second term of five consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the 60<sup>th</sup> Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors for each financial year on the recommendation of Audit Committee of Directors.

The Audit Fee (including quarterly Limited Review Fee) for the financial year 2020-21 is ₹ 41 lacs (Previous Year ₹ 41 lacs). The fee including any increase in fee in the proposed tenure of re-appointment would be in line with the fee paid in the past.

The Company has received the requisite declaration from statutory auditors as required pursuant to the provisions of the Companies Act, 2013.

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 set out at Item No 3 of this Notice.

The Board of Directors commends the Ordinary Resolution set-out at item No. 3 of the Notice for approval of the Members.

#### Item No. 4

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

Accordingly, a Special Resolution is being proposed to be passed by the members for reappointment of Mrs. Rajashree Birla, who has attained the age of seventy five years, and who retires by rotation and being eligible, offered herself for reappointment.

Mrs. Rajashree Birla is on the Board of Grasim Industries Limited, Hindalco Industries Limited, Ultra Tech Cement Limited, Century Textiles and Industries Limited, Pilani Investment & Industries Corporation 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 5 Board Meetings during the financial year 2020-21.

The remuneration paid to Mrs. Rajashree Birla in the financial year 2020-21 was sitting fees for attending Board Meetings and commission, both amounting to ₹ 5.75 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

Pursuant to the provisions of Section 149, 150, 152, and other applicable provision of the Companies Act, 2013 read with schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any amendment, statutory modifications or re-enactment thereof in the foregoing for the time being in force), the Board in its meeting held on 14<sup>th</sup> August 2020 has appointed Mrs. Krupa R. Gandhi (DIN:00294629), on recommendation of Nomination and Remuneration Committee of Directors as an Independent Director of the Company w.e.f. 14<sup>th</sup> August 2020 for a term of five consecutive years subject to approval of the members.

Except Mrs. Krupa R. Gandhi, being an appointee, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way,

concerned or interested, financially or otherwise, in the resolution set out at Item No 5 of this Notice.

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

#### Item No. 6

pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification or re-enactment thereof in the foregoing for the time being in force) Mr. Devajyoti N. Bhattacharya (DIN-00868751) was appointed as Additional Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, w.e.f 12<sup>th</sup> October 2020. His tenure comes to an end on this Annual General Meeting to be held on 13<sup>th</sup> August 2021. The Board in its meeting held on 18<sup>th</sup> May 2021, and as recommended by the Nomination and Remuneration Committee of Directors, has passed a resolution commending the members for the appointment of Mr. Devajyoti N. Bhattacharya as a Director of the Company liable to retire by rotation.

Mr. Devajyoti N. Bhattacharya is being interested in the resolution set out at Item No.6 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 set out at Item No 6 of this Notice.

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

#### Item No. 7

The present Articles of Association ("AOA") of the Company is based on the erstwhile Companies Act, 1956. Several articles are no longer in conformity with the Companies Act, 2013. It is considered expedient that instead of amending/replacing several articles, the existing AOA be replaced by a new set of Articles based on the Companies Act, 2013.

#### BRIEF RESUME OF PERSONS 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   | Mrs. Krupa R. Gandhi  | Mr.Devajyoti N. Bhattacharya  |
|---|--|---|---|
| Director Identification Number                                | 00022995   | 00294629  | 00868751  |
| Age   | 75 years   | 50 Years  | 63 years  |
| Date of Appointment   | 5 <sup>th</sup> May, 2015  | 14 <sup>th</sup> August, 2020   | 12 <sup>th</sup> October, 2020  |
| Qualification   | B.A.   | B.Com.,<br>Fellow Member of Institute of Chartered Accountants of India | Mechanical Engineering (NIT Rourkela) and PG Diploma in Industrial Engineering (NITIE).   |
| Nature of expertise   | Industrialist  | Corporate Advisory & Litigation Services in Direct Tax and Tax Audits   | Corporate Management, Cornucopia of experiences (37 years) in India and overseas in Corporate leadership, Strategy, Entrepreneurship, start-ups. Teaching, media production and consulting. |
| Name of the listed companies in which also holds directorship | 1. Grasim Industries Ltd<br>2. Hindalco Industries Limited<br>3. UltraTech Cement Limited<br>4. Century Textiles and Industries Limited<br>5. Pilani Investment and Industries Corporation Limited | -   | 1. T.V. Today Network Limited   |

A copy of the draft Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM. The draft AOA has also been uploaded on the website of the Company.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board of Directors commends the special Resolutions as set out at Item No. 7 of this Notice for the approval of the Members of the Company.

#### Item No. 8

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. M. R. Dudani & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the financial year ended 31<sup>st</sup> March, 2021 in respect of its products Nylon and Polyester as covered under the head "Textile" in the Notification dated 31<sup>st</sup> December, 2014 issued by the Ministry of Corporate Affairs, Government of India.

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 financial year ended 31<sup>st</sup> March, 2021 as set out at item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board of Directors commends the Ordinary Resolution set-out at item No.8 of the Notice for approval of the Members.

| Name   | Mrs. Rajashree Birla   | Mrs. Krupa R. Gandhi | Mr.Devajyoti N. Bhattacharya  |
|--|--|----------------------|---|
| Name of the companies in the committees of which also holds membership/ chairmanship | Member of Corporate Social Responsibility Committee of following companies:<br>1. Grasim Industries Ltd<br>2. Hindalco Industries Limited<br>3. UltraTech Cement Limited<br>4. Century Textiles and Industries Limited | -                    | Member of Nomination and Remuneration Committee and Risk Management Committee of T.V. Today Network Limited |
| Other activities   | Associated with charitable trusts & educational institutions   | -                    | -   |
| No. of shares held in the Company  | 26,080   | Nil                  | Nil   |

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

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) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 voting on the day of the AGM will be provided by NSDL.

The remote e-voting period begins on Tuesday, 10<sup>th</sup> August, 2021 at 9.00 A.M. and ends on Thursday, 12<sup>th</sup> August, 2021 at 5.00 P.M. 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. 6<sup>th</sup> August, 2021, 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 6<sup>th</sup> August, 2021.

#### 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 December 9, 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. | <ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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 &amp; voting during the meeting.</li> </ol> |



| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol> |
| 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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

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 eservices 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- 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.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address 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 General 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](mailto:chetan.maru@mantrimaru.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@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 email 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](mailto: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](mailto:cel.investor@birlacentury.com). 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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 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 or ask questions during the AGM may register themselves as a speaker by sending their request from there register email id mentioning their name, demat account number/folio number, PAN, email id, mobile number at [cel.investor@birlacentury.com](mailto:cel.investor@birlacentury.com). from 5<sup>th</sup> August, 2021 (9 am) to 9<sup>th</sup> August, 2021(5 pm) The same will be replied by the company suitably.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 6<sup>th</sup> August, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. 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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 6<sup>th</sup> August, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".