



1st August 2023

Listing Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai- 400001	Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
Scrip Code: 500280	Symbol: CENTENKA

Dear Sirs,

Sub: Notice of 57th Annual General Meeting ('AGM') of the Company

Pursuant to Regulation 30 read with Para A, Part A of Schedule III and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith, Notice of the 57th Annual General Meeting of the Company scheduled to be held on Thursday, 24th August 2023 at 2:30 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The Notice of 57th AGM is also available on the Company's website i.e., <https://www.centuryenka.com>.

This for your information and record.

Thanking You,

Yours faithfully

For Century Enka Limited

(Rahul Dubey)
Company Secretary
FCS 8145



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@adityabirla.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that, the 57th Annual General Meeting of the Shareholders of Century Enka Limited ('the Company') will be held on Thursday, the 24th August, 2023 at 2:30 PM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2023 and the Report of Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2023.

SPECIAL BUSINESS

3. To appoint a Director in place of Mrs. Rajashree Birla (DIN:00022995), who retires by rotation and being eligible, offers herself for re-appointment and in this regards to consider and, if thought fit, to pass 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 be and is hereby accorded to the reappointment of Mrs. Rajashree Birla (DIN:00022995), who has attained the age of seventy seven (77) years and retire from office by rotation and being eligible, offer herself for reappointment as a Director of the Company, liable to retire by rotation."

4. To ratify the remuneration of the Cost Auditors for the financial year ended 31st March, 2024 and in this regards to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹3,00,000/- (Rupees Three lakh only) plus goods and services tax as applicable and reimbursement of out-of-pocket expenses for the financial year ended 31st March, 2024 to M/s Dhananjay V. Joshi & Associates, Cost Accountants, appointed as the Cost Auditors of the Company by the Board of Directors to conduct audit of the cost records of the Company, be and is hereby ratified".

By Order of the Board of Directors
For Century Enka Limited

Rahul Dubey

Company Secretary

Membership No.: F8145

Place: Mumbai

Date: 18th May, 2023

NOTES:

1. Ministry of Corporate Affairs (MCA) has vide its General Circular no. 10/2022 dated 28th December, 2022 regarding "Clarification of holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM)-reg" along with other relevant General Circulars issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") from time to time permitted the Companies whose AGMs are due in the year 2023, to conduct their AGMs up to 30th September, 2023 through VC/OAVM, without the physical presence of the members at a common venue and also provided relaxation from dispatching of physical copies

of Notice of AGM and Financial Statements for year 2023 and considering the above MCA Circulars, Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 in respect of "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Reg." ('SEBI Circular') provided relaxation up to 30th September, 2023 relating to the requirements specified in Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ('Act') to the Shareholders who have not registered their email addresses.

In compliance with the aforesaid Circulars, the Annual General Meeting ('AGM') of the Company for the financial year ended on 31st March, 2023 is being held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of businesses, set out at item no. 3 and 4 of the Notice is annexed hereto and forms part of this Notice.
3. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mrs. Rajashree Birla, liable to retire by rotation and eligible to be re-appointed as a director seeking reappointment at this AGM are also annexed hereto and forms part of this Notice.
4. The facility of participation at the AGM through VC/OAVM will be made available for 1000 shareholders on a 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 serve basis.
5. Generally, a shareholders entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a shareholders of the company. Since this AGM is being held through VC/OAVM under the framework of MCA circulars where physical presence of shareholders has been dispensed with. Accordingly, pursuant to the MCA circulars, the facility of appointment of proxy will not be available for this AGM and hence, the proxy form and attendance slip are not annexed hereto.
6. Institutional / Corporate Shareholders (i.e., other than individuals, HUF, NRI etc.) intending to authorize their representatives to

attend the AGM are requested to email a certified copy of Board Resolution or governing body resolution/authorization etc., authorizing their representatives to attend the AGM through VC / OAVM and vote on their behalf, to the Scrutinizer at e-mail address chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in.

7. Since this AGM will be held through VC / OAVM, the route map is not annexed with this Notice.
8. Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The facility of casting votes by a shareholder using remote e-voting system as well as at AGM will be provided by National Securities Depository Limited ('NSDL'). The detailed instructions for casting vote are mentioned hereinafter under the head "Instructions for shareholders for remote E-voting and joining General Meeting."
10. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year ended on 31st March, 2023 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai-400083 ('R & T Agent') / Depositories, unless any shareholder has requested for a physical copy of the same. Shareholders may note that the Notice and Annual Report for the financial year ended on 31st March, 2023 will also be available on the Company's website i.e., www.centuryenka.com, websites of the Stock Exchanges i.e., BSE Limited & the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
11. The Register of Members and Share Transfer Register of the Company will remain closed from Monday, the 14th August, 2023 to Wednesday, the 16th August, 2023, both days inclusive on account of dividend payment.
12. The payment of dividend, if declared at the AGM, will be made, subject to deduction of tax at source at the prescribed rate to those shareholders whose names shall appear on the Company's Register of Members on Wednesday, the 16th August, 2023, 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 Monday, the 28th August, 2023.

Shareholders, who have not yet registered their bank account details to facilitate payment of dividend through electronic mode, will be paid by dispatch of dividend warrant/ demand drafts by postal services.

13. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, SEBI vide its notification dated 24th January, 2022 mandated that all requests for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form, with effect from 24th January, 2022.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR-5 (as the case may be), the format of which is available on the Company's website i.e. www.centuryenka.com and on the website of the Company's RTA i.e. www.linkintime.co.in. It may be noted that any service request can be processed only after the folio is KYC compliant.

In view of the above and to eliminate all risks associated with physical shares and for avail various benefits of dematerialization, shareholders holding shares in physical form are advised to dematerialize the shares held by them. Accordingly, if the said physical folio is not KYC Compliant, Shareholders are requested to submit a duly filled and signed KYC Forms i.e. ISR- 1, ISR- 2, ISR- 3, SH-13, as the case may be, to complete KYC as per SEBI Regulations. Alternatively, Shareholders can also submit KYC forms along with Demat Request Forms to their depository Participant. The format of such forms are available on the Company's website i.e. www.centuryenka.com and on the website of the Company's RTA i.e. www.linkintime.co.in. The details of registered depository participants (DP) are available on the website of the SEBI as well as on the website of the NSDL & CDSL.

14. To support the 'Green Initiative', shareholders who have not yet registered their email addresses are requested to register the same with their DP, in case the shares are held by them in electronic form and with R & T Agent, in case the shares are held by them in physical form along with registration of KYC details and nomination.
15. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, issued in supersession

of earlier circulars bearing nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated 3rd November, 2021 and 14th December, 2021, respectively. All holders of physical securities of the Company are mandatory required to furnish the KYC documents PAN (linked with Aadhaar), Contact details (postal address, mobile number and e-mail id), Bank Account details, Specimen Signature and Nomination/Opt-out Nomination if not available in the records, to the Company's R & T Agent. The folios wherein any one of the cited documents/details is not available on or after 1st October, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) frozen shall be eligible:

- To lodge any grievance or avail of any service request from RTA, only after furnishing the complete documents/details as mentioned above;
- To receive dividend (which would be only through electronic mode w.e.f. 1st April, 2024) only after compliance with the above stated requirements.

KYC Procedures along with necessary forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on Company's website at https://www.centuryenka.com/investor-relations/index.html#parentHorizontalTab6|ChildVerticalTab_218 as well as on the website of the R & T Agent. **In view of the above, we urge Shareholders holding shares in physical form to submit the required forms along with the supporting documents at the earliest.** The Company, through its R & T Agent, had already communicated by sending individual notices to the shareholders holding shares in physical form regarding KYC & nomination requirements in their respective folios and procedures at their address registered with the R & T Agent. Shareholders who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if the securities continue to remain frozen as on 31st December, 2025.

Further, It is observed that few shareholders have still not surrendered

- their old Share Certificates for Equity Shares of ₹100/- Face value for exchange with sub-divided Share Certificates for Equity Shares of ₹10/- Face Value.
- the share certificates of erstwhile Rajashree Polyfil Limited with the Share Certificates of Century Enka Limited.

They are once again requested to surrender the aforesaid Certificates along with KYC Documents to the address of the Company's R & T Agent, Link Intime India Private Limited.

16. Shareholders who are holding shares in physical form are also requested to notify any changes in the KYC information by furnishing the KYC documents as mentioned in Note 15.
17. In terms of the provisions of Section 72 of the Act, the nomination facility is available to individual shareholders. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to R & T Agent. If a shareholder desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 (Opt-Out Nomination) or SH-14 (Cancellation or Variation of Nomination), as the case may be. The said forms can be downloaded from the Company's website www.centuryenka.com. Shareholders, who are holding shares in dematerialized form are requested to contact their DP for this purpose.
18. Shareholders holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or / R & T Agent, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022.
19. In the case of joint holders attending the meeting, only such joint holder whose name appears as the first holder in the order of names will be entitled to vote during the AGM.
20. Shareholders seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, 11th August, 2023 through email on cel.investor@adityabirla.com. The same will be replied by the Company suitably.
21. Those shareholders who have not encashed dividend warrant for the financial years 2015-16 to 2021-22 may return the time barred dividend warrant or write to R & T Agent, for payment of dividend by furnishing KYC documents including bank details as provided in Note 15 hereinabove. Shareholders who have not encashed dividend warrant for the financial year 2015-16 shall return the time barred dividend warrant before 1st August, 2023 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 Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), effective from 7th September, 2016, Unclaimed dividend for financial years 2009-10 to 2014-15 have been transferred to Investor Education and protection Fund (IEPF). Unclaimed dividend for the financial year 2015-16 and thereafter which remains unpaid or unclaimed for a period of seven years will be transferred to IEPF. Accordingly, unclaimed dividend for the financial year 2015-16 will be due for transfer to the IEPF on 18th August, 2023.
22. Pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules as amended from time to time, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF.

The Company, in compliance with the aforesaid rules, has sent individual notices on 12th May, 2023 to those shareholders whose shares are liable to be transferred to IEPF intimating them particulars of equity shares due for transfer and has also published a notice in English and regional language i.e., Marathi, on 16th May, 2023. The Company has also uploaded the details of such unclaimed/unpaid dividend and the related shares due for transfer on the website of the Company i.e., www.centuryenka.com. Concerned shareholders are requested to claim the unpaid/unclaimed dividend by 1st August, 2023, well before the due date 18th August, 2023. If unclaimed dividends are not claimed by the shareholders on or before the date specified above, shares in respect of such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF. Upon transfer, the shareholders can claim these equity shares only from the IEPF authority as per the procedure prescribed under IEPF Rules, the details of which are available at www.iepf.gov.in as well as the Company's website <https://www.centuryenka.com/investor-relations/index.html>
 23. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1st April, 2020, and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. 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 having PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cel.investor@adityabirla.com by 10th August, 2023. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under a tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment 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 mail the above documents to cel.investor@adityabirla.com. The aforesaid declarations and documents need to be submitted by the shareholders by 10th August, 2023.

24. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the Company of any change in address and demise of any shareholder as soon as possible. SEBI has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

EXPLANATORY STATEMENT TO ITEM NO. 3 & 4

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

The shareholders at the 54th Annual General Meeting held on 13th August, 2020 had accorded their consent to the reappointment of Mrs. Rajashree Birla (DIN: 00022995) by way of Special resolution for the continuation of holding of the office of Non-Executive Director of the Company after completing the age of 75 years.

Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April, 2019, no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Accordingly, a Special Resolution is being proposed to be passed by the members/shareholders for reappointment of Mrs. Rajashree Birla, who has attained the age of 77 (seventy-seven) years, and who retires by rotation and being eligible, offers herself for reappointment.

Mrs. Rajashree Birla is in good health and of sound & alert mind. The Board is also confident about her being able to function and discharge her duties in an able and competent manner. Based on the seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors considered and approved, subject to shareholders approval, the continuation of Mrs. Rajashree Birla as a Non-executive Director of the Company, liable to retire by rotation. The brief profile of Mrs. Rajashree Birla are as under:

Brief profile of Mrs. Rajashree Birla:

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group apex body responsible for development projects.

She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 7,000 villages, reaching out to 9 million people. The Group runs 20 hospitals. The Group reaches out to well over 1,00,000 students through its network of 52 formal schools and non-formal educational institutes. Of these girls constitute 50%. Both its hospitals as well as schools are 'Not for Profit' institutions. Mrs. Birla is the Chairperson of the FICCI - Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee.

She is the Chairperson of FICCI's first ever Expert Committee on CSR. She is on the Board of BAIF Development Research Foundation, Pune and a Trustee of the Gujarat Vidyapith. She also served on the State Bank of India's Board of Directors of the CSR Committee for a 3-year period from 2020 onwards. As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-ABCPA (Indian National Theatre-Aditya Birla Centre for Performing Arts).

In recognition of the exemplary work done by Mrs. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India which bestowed the "Padma Bhushan" Award in 2011 on Mrs. Rajashree Birla in the area of "Social Work". The 'Lions Clubs International Foundation's Friends of Humanity' Award (LCIF) conferred upon Mrs. Birla, the 'Exemplary Humanitarian Work', for the Group's CSR involvement. In recognition of Mrs. Birla's unrelenting endeavours towards polio eradication, she was honoured with the much coveted "Polio Eradication Champion" Award by the Government of India. Likewise, the "Global Golden Peacock Award for CSR" was conferred upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal.

Among other distinctive awards received by Mrs. Birla, feature the Economic Times' prestigious Award: Corporate Citizen of the Year, twice in a decade, first in 2003 and again in 2012; the All India Management Association's "Corporate Citizen of the Year Award", the IOD's "Distinguished Fellowship Award" and the "FICCI FLO Golden Laurel Award".

The disclosures relating to Mrs. Rajashree Birla, as required under the Listing Regulations and Secretarial Standards are set out as an Annexure to the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Shareholders.

Except, Mrs. Rajashree Birla, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

Item No. 4

On the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 18th May, 2023 has re-appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants, for the financial year ended 31st March, 2024 and approved the remuneration payable.

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 shareholders of the Company.

Accordingly, the shareholders are requested to ratify the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the financial year ended 31st March, 2024 as set out at item No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval of the shareholders.

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. 4 of the Notice.

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

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

Name of the Director	Mrs. Rajashree Birla
Directors Identification Number (DIN)	00022995
Age	77 years
Date of Appointment	5 th May, 2015
Qualification	B.A.
Nature of expertise	As per the resolution at Item no. 3 of this Notice, read with the explanatory statement thereto.
Name of other companies in which holds directorship	<p>A. Public Limited Companies</p> <ol style="list-style-type: none"> Grasim Industries Ltd Hindalco Industries Limited UltraTech Cement Limited Century Textiles and Industries Limited Pilani Investment and Industries Corporation Limited <p>B. Private Limited Companies</p> <ol style="list-style-type: none"> Aditya Birla Health Services Private Limited Birla Brothers Private Limited Birla Group Holdings Private Limited IGH Holdings Private Limited Rajratna Holdings Private Limited Vaibhav Holdings Private Limited Vaibhav Medical and Education Foundation Vikram Holdings Private Limited G. D. Birla Medical Research and Education Foundation Mananam Foundation
Name of the companies in the committees of which also holds membership/ chairmanship	<p>Chairpersonship/Membership of Corporate Social Responsibility Committee of following companies:</p> <p>Chairperson:</p> <ol style="list-style-type: none"> Grasim Industries Limited Hindalco Industries Limited UltraTech Cement Limited Century Textiles and Industries Limited Pilani Investment and Industries Corporation Limited <p>Member:</p> <ol style="list-style-type: none"> Aditya Birla Health Services Private Limited
Names of listed companies from which resigned in the past three years	NA
Terms and conditions for appointment and re-appointment	Non-Executive Director liable to retire by rotation.
Remuneration last drawn	As mentioned in Corporate Governance Report (forming part of Annual Report for the financial year ended 31 st March, 2023)
Remuneration proposed to be paid	Entitled to sitting fees for the Board meetings attended and Commission as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
No. of shares held in the Company	26,080
Relationship with other directors, Manager, Key Managerial Personnel of the Company	None
No. of Board meetings attended during the year	6 (six)

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

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Shareholder in respect of the businesses 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 shareholder 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 Monday, 21st August, 2023 at 9:00 A.M. (IST) and ends on Wednesday, 23rd August, 2023 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The shareholders, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, 17th August, 2023 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 17th August, 2023.

The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Once the vote on a

resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently. Those shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The shareholders can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.

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

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

Step 1: Access to NSDL e-Voting system

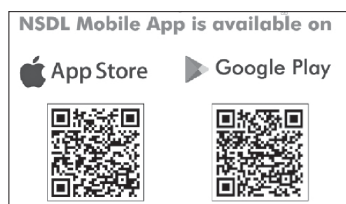
- A)** Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website "http://www.cdslindia.com" www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on "http://www.cdslindia.com" www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members/Shareholders 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	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 'Shareholder/Member' section.
3. 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.nsd.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 Shareholders 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 Shareholders 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 Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such

an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena-Relationship Manager at 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 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to cel.investor@adityabirla.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), Aadhaar (self-attested scanned copy of Aadhaar Card) to cel.investor@adityabirla.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 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 SHAREHOLDERS 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. Once you have voted on the businesses to be transacted, you will not be allowed to modify your vote.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.
5. 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.
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. 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., Thursday, 17th August, 2023, may obtain the login ID and password by sending a request at 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.nsd.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. 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. Thursday, 17th August, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders 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 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 shareholders 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. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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 their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cel.investor@adityabirla.com from Wednesday, 16th August, 2023 (9:00 a.m.) to Saturday, 19th August, 2023 (5:00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

FOR INFORMATION OF THE SHAREHOLDERS

I. FOR EASE OF PARTICIPATION BY SHAREHOLDERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE 57TH AGM FOR REFERENCE:

Sr. No.	Particulars	Details of access
1	Day, Date & Time of 57th AGM	Thursday, 24 th August, 2023, 02:30 P.M. (IST)
2	Book Closure	Monday, the 14 th August, 2023 to Wednesday, the 16 th August, 2023, both days inclusive
4	Cut-off date for e-voting	Thursday, 17 th August, 2023
5	Period for remote e-voting	Monday, 21 st August, 2023 at 9:00 A.M. (IST) and ends on Wednesday, 23 rd August, 2023 at 5:00 P.M. (IST)
6	E-mail ID and period of registration for shareholders who would like to express their views or ask questions during the AGM	Cel.investor@adityabirla.com Period for registration as a speaker at the 57 th AGM: Wednesday, 16 th August, 2023 (9:00 a.m.) (IST) to Saturday, 19 th August, 2023 (5:00 p.m.) (IST)
7	E-mail ID for resident individual with PAN who is not liable to pay income tax need to submit form 15G/15H & Non-resident Shareholders Form 10F by	Saturday, 12 th August, 2023. Cel.investor@adityabirla.com
8	Username and password for Video Conferencing (VC)	Shareholders may attend the AGM through VC by accessing the link https://www.evoting.nsdl.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
9	Helpline number and e-mail id for any query regarding VC participation and e-voting	NSDL: call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena-Relationship Manager at evoting@nsdl.co.in
10	E-mail ID and period for shareholders seeking any information about the financial statements or any matter to be placed at the 57th AGM	cel.investor@adityabirla.com on or before Friday, 11 th August, 2023.
11	Registrar and Share Transfer Agent- Contact details	Link Intime India Private Limited C-101, 247 park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083. Tel No.: +91 22 49186270 Email ID - rnt.helpdesk@linkintime.co.in .
12	Century Enka Limited- Contact details	Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026 Tel. No. 020-66127304 / 300 E-mail: cel.investor@adityabirla.com

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

Physical Holding Send a request to the Registrar and Transfer Agents of the Company, LI IPL at rnt.helpdesk@linkintime.co.in providing Folio No., Name of a shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address.

Following additional details need to be submitted to LI IPL in case of updating Bank Account Details:

- Name and Branch of the Bank in which you wish to receive the dividend,
- the Bank Account type,
- Bank Account Number allotted by their banks after the implementation of Core Banking Solutions,
- 9 digit MICR Code Number; and
- 11 digit IFSC Code,
- a scanned copy of the cancelled cheque bearing the name of the first shareholder.

Electronic (Demat) Holding Please contact your Depository Participant ('DP') and register your email address and bank account details in your Demat account, as per the process advised by your DP.