

# CENTURY ENKA LIMITED

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Company CIN : L24304PN1965PLC139075



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

27<sup>th</sup> July, 2022

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

**Sub : Notice of 56<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 Thursday, August 18, 2022 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  
& ISO 45001 : 2018  
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](http://www.centuryenka.com) E-mail: [cel.investor@birlacentury.com](mailto:cel.investor@birlacentury.com)

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that, the 56<sup>th</sup> Annual General Meeting of the Shareholders of Century Enka Limited ('the Company') will be held on Thursday, the 18<sup>th</sup> August 2022 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 the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2022 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March 2022.
3. To appoint a Director in place of Mr. Devajyoti Nirmal Bhattacharya (DIN:00868751), who retires by rotation and being eligible, offers himself for reappointment as a Director of the Company.

#### SPECIAL BUSINESS

4. To ratify the remuneration of the Cost Auditors for the financial year ended 31<sup>st</sup> March 2021

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 ₹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 Dhananjay V. Joshi & Associates, Cost Accountants, appointed as the Cost Auditors by the Board of Directors to conduct audit of the cost records of the Company's products, be and is hereby ratified".

5. To ratify the remuneration of the Cost Auditors for the financial year ended 31<sup>st</sup> March 2022

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 ₹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 2022 to M/s Dhananjay V. Joshi & Associates, Cost Accountants, appointed as the Cost Auditors by the Board of Directors to conduct audit of the cost records of the Company's products, be and is hereby ratified".

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March 2023

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 lacs only) plus goods and services tax as applicable and reimbursement of out-of-pocket expenses for the financial year ending 31<sup>st</sup> March 2023 to M/s Dhananjay V. Joshi & Associates, Cost Accountants, appointed as the Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company's products, be and is hereby ratified".

By Order of the Board of Directors  
For Century Enka Limited

**Rahul Dubey**

Company Secretary

Membership No.: F8145

Place: Pune

Date: 11<sup>th</sup> May 2022

#### NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular No. 2/2022 dated 5<sup>th</sup> May 2022 read with Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 5<sup>th</sup> May 2020, Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and Circular No. 21/2021 dated 14<sup>th</sup> December 2021 ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022 read with 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 ('SEBI Circulars') have allowed Companies to conduct the AGM through VC or OAVM without the physical presence of the members at a common venue and provide relaxation in relation to compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with the aforesaid Circulars, the Annual General Meeting ('AGM') of the Company for the financial year ended on 31<sup>st</sup> March 2022 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. 4, 5 and 6 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 Mr. Devajyoti Nirmal Bhattacharya, 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 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.
  5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM under the framework of MCA circulars where physical presence of members has been dispensed with. Accordingly, pursuant to the MCA circulars, the facility of appointment of proxy will not be available for this AGM and hence, the proxy form and attendance slip are not annexed hereto.
  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 vote by a member using remote e-voting system as well as at AGM will be provided by National Securities Depository Limited ('NSDL'). The detailed instructions for casting vote is mentioned hereinafter under the head "Instructions for members 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 31<sup>st</sup> March 2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai-400083 ('R & T Agent') / Depositories, unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report for the financial year ended on 31<sup>st</sup> March 2022 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 Tuesday, the 9<sup>th</sup> August 2022 to Wednesday, the 10<sup>th</sup> August 2022, 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 10<sup>th</sup> August 2022, 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 22<sup>nd</sup> August 2022.  
Shareholders, who have not yet provided 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, 1<sup>st</sup> April 2019. Further, SEBI vide its notification dated 24<sup>th</sup> January 2022 mandated that all request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form, with effect from 24<sup>th</sup> January 2022.  
Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.  
In view of above and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, members holding shares in physical form are advised to dematerialize the shares held by them. Members can contact the Company or the R & T Agent for assistance in this regard. The process for conversion of physical shares into demat is provided on the website of the Company at [www.centuryenka.com](http://www.centuryenka.com). The details of registered depository participants (DP) are available on the website of the SEBI as well as on the website of the NSDL & CDSL.
  14. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP, in case the shares are held by them in electronic form and with R & T Agent, in case the shares are held by them in physical form along with registration of KYC details and nomination.
  15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021 clarified through SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December 2021, all holders of physical securities of the Company are mandatorily required to furnish the KYC documents i.e., PAN (linked with Aadhaar), Contact details (postal address, mobile number and e-mail id), Bank Account details, Specimen Signature and Nomination/Opt-out Nomination, if not available in the records, to the Company's R & T Agent. Those folios which are not compliant with the above circulars before the due dates, shall be frozen by the R & T Agent. The Company, through its R & T Agent, had already communicated by sending individual notices on 17<sup>th</sup> February 2022 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. KYC Procedures along with necessary forms are also available on the Company's website at [https://www.centuryenka.com/investor-relations/index.html#parentHorizontal|parentHorizontalTab6|ChildVerticalTab\\_219](https://www.centuryenka.com/investor-relations/index.html#parentHorizontal|parentHorizontalTab6|ChildVerticalTab_219) as well as on the website of the R & T Agent.
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 provisions of Section 72 of the Act, nomination facility is available to individual shareholder. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to R & T Agent. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 (Opt-Out Nomination) or SH-14 (Cancellation or Variation of Nomination), as the case may be. The said forms can be downloaded from the Company's website [www.centuryenka.com](http://www.centuryenka.com). Members, who are holding shares in dematerialized form are requested to contact their DP for this purpose.
  18. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or / R & T Agent, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022.
  19. In case of joint holders attending the meeting, only such joint holder whose name appears as the first holder in the order of names will be entitled to vote during the AGM.
  20. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before 8<sup>th</sup> August 2022 through email on [cel.investor@birlacentury.com](mailto:cel.investor@birlacentury.com). The same will be replied by the Company suitably.
  21. Those members who have not encashed dividend warrant for the financial years 2014-15 to 2020-21 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. Members who have not encashed dividend warrant for the financial year 2014-15 shall return the time barred dividend warrant / write well before 1<sup>st</sup> August 2022 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, Pune, Maharashtra.
    - (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 7<sup>th</sup> September 2016, Unclaimed dividend for financial years 2009-10 to 2013-14 have been transferred to Investor Education and Protection Fund (IEPF). Unclaimed dividend for the financial year 2014-15 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 2014-15 is due for transfer to the IEPF on Wednesday, the 17<sup>th</sup> August 2022.
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 9<sup>th</sup> May 2022 to those members whose shares are liable to be transferred to IEPF intimating them particulars of equity shares due for transfer and has also published a notice in English and regional language i.e., Marathi, on 11<sup>th</sup> May 2022. 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](http://www.centuryenka.com). Concerned shareholders are requested to claim the unpaid/unclaimed dividend by 1<sup>st</sup> August 2022, well before the due date i.e., 17<sup>th</sup> August 2022. 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](http://www.iepf.gov.in).
  23. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1<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 prescribed for various categories. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof for the prescribed rates for various categories. 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@birlacentury.com](mailto:cel.investor@birlacentury.com) by 1<sup>st</sup> August 2022. Resident Individual 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 mail the above documents to [cel.investor@birlacentury.com](mailto:cel.investor@birlacentury.com). The aforesaid declarations and documents need to be submitted by the shareholders by 1<sup>st</sup> August 2022.



## EXPLANATORY STATEMENT TO ITEM NO. 4, 5 & 6

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

In the notice for the 55th Annual General Meeting dated 13<sup>th</sup> August 2021, resolution for ratification of remuneration of M/s. M.R. Dudani & Co., Cost Accountants, (erstwhile Cost Auditors to conduct Cost Audit of the cost records of the Company's products) for the financial year ended 31<sup>st</sup> March 2021. However, the said item pertaining to ratification of remuneration had become infructuous, due to sad demise of Mr. M.R. Dudani, the proprietor of M/s M.R. Dudani & Co., Cost Accountants.

On account of vacancy arises in the position of Cost Auditor, the Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Dhananjay V. Joshi & Associates, Cost Accountant for the financial year ended 31<sup>st</sup> March 2021 and also appointed them for the financial year ended 31<sup>st</sup> March 2022 to conduct Cost Audit of the cost records of the Company's products.

Further, on the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 11<sup>th</sup> May 2022 has re-appointed M/s Dhananjay V. Joshi & Associates, Cost Accountants to conduct Cost Audit of the cost records of the Company's products for the financial year ending 31<sup>st</sup> March 2023 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 conducting the audit of cost records of the Company for the financial year ended 31<sup>st</sup> March 2021, financial year ended 31<sup>st</sup> March 2022 and financial year ending 31<sup>st</sup> March 2023 as set out at item No. 4, 5 & 6 of the Notice, respectively.

The Board of Directors recommends the Ordinary Resolution set out at item No. 4, 5 & 6 of the Notice for approval of the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4, 5 & 6 of the Notice.

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

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

Name of the Director	Mr. Devajyoti N. Bhattacharya
Directors Identification Number (DIN)	00868751
Age	64 years
Date of Appointment	12th October 2020
Qualification	Mechanical Engineering (NIT, Rourkela) and PG Diploma in Industrial Engineering (NITIE, Mumbai).
Nature of expertise	Corporate Management, Cornucopia of experiences (38 years) in India and overseas in corporate leadership, strategy, entrepreneurship, start-ups, teaching, media production and consulting.

Name of other companies in which holds directorship	<p><b>A. Public Limited Companies</b></p> <ul style="list-style-type: none"> <li>➤ T.V. Today Network Limited</li> <li>➤ Aditya Birla Solar Limited</li> <li>➤ Aditya Birla Idea Payments Bank Limited*</li> <li>➤ Aditya Birla Health Insurance Co. Limited</li> <li>➤ Living Media India Limited</li> <li>➤ Aditya Birla Renewables Limited</li> </ul> <p><b>B. Private Limited Companies</b></p> <ul style="list-style-type: none"> <li>➤ Krushak Mitra Agro Services Private Limited</li> <li>➤ Mail Today Newspapers Private Limited#</li> <li>➤ Aditya Birla Online Fashion Private Limited</li> <li>➤ Universal Learn Today Private Limited#</li> </ul> <p>*Under liquidation #Deemed Public Company</p>
Name of the companies in the committees of which also holds membership/ chairmanship	<ul style="list-style-type: none"> <li>➤ T.V. Today Network Limited-Member of Nomination and Remuneration Committee and Risk Management Committee</li> <li>➤ Living Media India Limited- Member of Audit Committee and Nomination and Remuneration Committee</li> <li>➤ Mail Today Newspapers Private Limited- Member of Audit Committee and Nomination and Remuneration Committee</li> <li>➤ Aditya Birla Solar Limited- Chairman of Corporate Social Responsibility Committee</li> </ul>
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 <sup>st</sup> March 2022)
Remuneration proposed to be paid	Entitled to sitting fees for the Board and Committee meetings attended and Commission as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
No. of shares held in the Company	Nil

Relationship with other directors, Manager, Key Managerial Personnel of the Company	None
No. of Board meetings attended during the financial year	4 (four)

**THE INSTRUCTIONS FOR MEMBERS 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 Members 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 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 Monday, 15<sup>th</sup> August 2022 at 9:00 A.M. (IST) and ends on Wednesday, 17<sup>th</sup> August 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, 11<sup>th</sup> August 2022 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 11<sup>th</sup> August 2022.

The members 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 cast by the member, the member shall not be allowed to change it subsequently. Those members, 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 members 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 9<sup>th</sup> 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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: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 e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

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

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.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 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). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Anubhav Saxena-Relationship 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 e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to [cel.investor@birlacentury.com](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 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Once you have voted on the businesses to be transacted, you will not be allowed to modify your vote.
4. Members 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, 11th August 2022, 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. Thursday, 11<sup>th</sup> August 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**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 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.
6. Members 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@birlacentury.com](mailto:cel.investor@birlacentury.com) from Wednesday, 10<sup>th</sup> August 2022 (9:00 a.m.) to Sunday, 14<sup>th</sup> August 2022 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.