

C. B. Gagrani

Secretary

Minutes of the Forty Fifth Annual General Meeting of the Shareholders of **Century Enka Limited** held at Pudumjee Hall, Maharashtra Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002 on Friday, the 1st July, 2011 at 11.30 A.M.

The following Directors and the Members of the Company were present :

A) Directors :

Mr. R. A. Shah
Mr. B. S. Mehta
Mr. S. K. Jain
Mr. G. M. Singhvi (Whole-time)

B) <u>Members</u>	<u>Number</u>	<u>Signature</u>
1) In Person	44	As per signatures obtained on Attendance Slips
2) By Proxy	10	As per signatures obtained on Attendance Slips

Mr.R.A. Shah presided the meeting.

It was announced by the Chairman that **38** valid Proxies representing **72,30,226** Equity Shares had been received in the specified Form.

The Chairman declared that the required quorum of 5 Members in person being present, the Meeting could proceed with the stipulated business.

The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 was placed before the Meeting and kept open and accessible to all concerned during the continuance of the Meeting.

With the consent of the Members present, the Notice dated 2nd May, 2011 convening the Annual General Meeting was taken as read.

Thereupon, at the direction of the Chairman, the Auditors' Report dated 2nd May, 2011 was read out by Mr.C.B. Gagrani, Secretary of the Company.

At this stage, the Chairman then briefed the Meeting about the affairs and activities of the Company.



Thereafter, the Chairman placed before the Meeting, the Audited Accounts together with the Reports of the Directors and the Auditors for the year ended 31st March, 2011 as circulated amongst the Members for consideration and adoption and proposed the following Ordinary Resolution which was seconded by Mr.Pursuram Sundararajan.

ORDINARY BUSINESS :

Item No.1

AS AN ORDINARY RESOLUTION

“RESOLVED THAT the Audited Accounts of the Company for the year ended 31st March, 2011 together with the Reports of the Auditors and the Directors as circulated amongst the Members and placed before the Meeting be and are hereby adopted.”

The Chairman then invited the Members for their comments. Several Members participated in the discussions and raised points, which were duly explained and answered by the Chairman and Mr. G.M. Singhvi.

Thereupon, the aforesaid Resolution was put to vote on a show of hands.

Carried Unanimously

Thereafter, the following resolutions were taken up :

Item No.2

AS AN ORDINARY RESOLUTION

Proposed by Mr.Vinod Behari Lall

Seconded by Mr. Rajendra Kumar Jain

“RESOLVED THAT as recommended by the Board of Directors, Dividend at the rate of Rs.6.50 per Equity Share on 2,18,50,589 Equity Shares of Rs.10.00 each in the Company for the year ended 31st March, 2011 be and is hereby declared and the same will be paid subject to the provisions of Section 206A of the Companies Act, 1956 to those Members or their Mandatees whose names stand registered in the Company's Register of Members:



- i) as Beneficial Owners as at the end of business on 16th June, 2011 as per the lists furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in Electronic Form; and
- ii) as Members in the Register of Member of the Company after giving effect to valid Share transfers to physical form lodged with the Company of the 'Registrar & Share Transfer Agent" of the Company on or before 16th June, 2011."

The aforesaid resolution was put to vote on a show of hands.

Carried Unanimously

At this stage, Mr. R. A. Shah, being interested in the agenda of his appointment as Director, expressed his inability to continue to Chair the meeting and requested the Directors present to elect the Chairman for the next Item No.3 of the Notice. The Directors present then elected Mr. B. S. Mehta to take the Chair for transacting the business of appointment of Mr. R. A. Shah.

Item No.3

AS AN ORDINARY RESOLUTION

Proposed by Mr. Shrinivas Bansilal Bangad

Seconded by Mr. Vilas Mahadeo Vartak

"RESOLVED THAT Mr. R. A. Shah, a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The aforesaid resolution was put to vote on a show of hands.

Carried Unanimously

Then, Mr.R.A.Shah thanked the Shareholders for reposing continued confidence in him and resumed the Chair.



Item No.4

AS AN ORDINARY RESOLUTION

Proposed by Mr. Pursuram Sundararajan

Seconded by Mr.Dattatraya Kashinath Kolte

"RESOLVED THAT Mr. B. S. Mehta, a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The aforesaid resolution was put to vote on a show of hands.

Carried Unanimously

Then, Mr. B. S. Mehta thanked the Shareholders for reposing continued confidence in him.

Item No.5

AS AN ORDINARY RESOLUTION

Proposed by Mr.Rajendra Kumar Jain

Seconded by Mr.Shriniwas Bansilal Bangad

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants of Y-14, Block-EP, Sector-V, Salt Lake Electronics Complex, Bidhan Nagar, Kolkata- 700 091 (having its Firm Registration Number – 301112E) be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors based on the recommendation of the 'Audit Committee' in addition to reimbursement of out-of-pocket expenses in connection with the audit of the Accounts of the Company for the year ending March 31, 2012 and the said remuneration be paid to them in such instalments as may be decided by the Board of Directors."



The aforesaid resolution was put to vote on a show of hands.

Carried Unanimously

There being no other business to transact, the Meeting terminated with a vote of thanks to the Chair.

Sd/-

R. A. Shah

CHAIRMAN

