



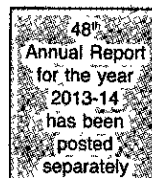
Secretary
Secretary

Registered Office: Century Arcade, 2nd Floor, Narangi Baug Road, Pune-411 001

CIN: L24304PN1965PLC139075

Phone No. 020-26166511, Fax No. 020-26166511

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NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 48th Annual General Meeting of the Shareholders of CENTURY ENKA LIMITED will be held at Pudumjee Hall, Maharashtra Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002 on Saturday, the 13th September, 2014 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31st March, 2014.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. B. K. Birla (holding DIN 00055856) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT Mrs. Saraladevi Birla (holding DIN 01625592) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 5th May, 2014 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received notices in writing from members proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. R. A. Shah (holding DIN 00009851), Director of the Company, whose period of office is liable to determination by retirement by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

7. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. B. S. Mehta (holding DIN 00035019) Director of the Company, whose period of office is liable to determination by retirement by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

8. To consider and, if thought fit, to pass with or without modification the following resolution:

AS ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. S. K. Jain (holding DIN 02843676), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

9. To consider and, if thought fit, to pass with or without modification the following resolution:

AS SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the 32nd Annual General Meeting held on 10th August, 1998, the consent of the Company, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of money or monies from time to time, notwithstanding that the money or monies to be borrowed together with money or monies already borrowed by the Company and outstanding, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount to be borrowed together with the total amount already borrowed and outstanding at any point of time shall not exceed ₹ 300 crores (Rupees three hundred crores) over and above the paid up share capital and free reserves of the Company."

10. To consider, and if thought fit, to pass with or without modification the following resolution:

AS SPECIAL RESOLUTION

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the 32nd Annual General Meeting held on 10th August, 1998, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) to mortgaging and/or charging by the Board of Directors of the Company of any of the immovable and movable properties and assets of the Company and/or whole or substantially the whole of the Undertaking(s) of the Company, present and future, in favour of Financial Institutions/Banks/other persons for borrowing any Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans sanctioned or to be sanctioned, from time to time and/or in favour of Agents and Trustees for the holders of debentures/bonds/other instruments issued or to be issued from time to time, to secure the repayment of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or debentures/bonds/other instruments, provided that the amount of borrowing by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or amount by issue of debentures/bonds/other instruments, together with the amounts already borrowed by way of loans and/or raised by way of issue of debentures/bonds/other instruments together with interest thereon, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses, fees payable to Agents & Trustees for the holders of debentures/bonds/other instruments and such other monies as may be payable by the Company and as may be approved by the Board of Directors, shall at no time, exceed ₹ 300 crores (Rupees three hundred crores) over and above the aggregate of the paid up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT the aforesaid mortgages and/or charges may rank prior/pari passu/subservient with/to the mortgages and/or charges already created and/or to be created for the amounts raised/to be raised by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or by issue of debentures/bonds/other instruments."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, in addition to securing the amount by mortgaging and/or charging any of the immovable and movable properties and assets of the Company and/or whole or substantially the whole of the undertaking(s) of the Company, to agree to reserve a right in favour of the Financial Institutions/Banks/other persons/Agents and Trustees for holders of debentures/bonds/other instruments to take over the management of the Company's plants, undertaking(s) and/or new undertaking(s) that may come into existence."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to finalise with the Financial Institutions/Banks/other persons/the Agents and Trustees for holders of debentures/bonds/other instruments, such documents for creating the mortgages and/or charges and for preserving the aforesaid rights and to do all such acts and things as may be necessary, for giving effect to the above resolution and to resolve any question or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best interest of the Company."

11. To consider and, if thought fit, to pass with or without modification the following resolution:

AS SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ("NCD")/bonds/other instruments on a private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, provided the outstanding amount at any time during the period shall not exceed ₹ 150 crores (Rupees one hundred fifty crores), within the overall borrowing limits of the Company, as approved by the members from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of NCDs/bonds/other instruments."

12. To consider, and if thought fit, to pass with or without modification the following Resolution:

AS SPECIAL RESOLUTION

"RESOLVED THAT in supersession of resolution passed by the members of the Company at the 47th Annual General Meeting of the Company held on 13th July 2013 and pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to pay remuneration by way of commission to its Directors, other than the Directors in the whole-time employment of the Company, at a rate not exceeding one percent of the net profits of the Company in each year, computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 and other relevant provisions of the said Act and other applicable laws, subject however to such ceiling if any, as the Board of Directors may, from time to time fix within the limit of one percent for each year and the same be divided amongst them in such manner as the Board of Directors may, from time to time fix in that behalf for each year."

"RESOLVED FURTHER THAT this resolution shall become effective for a period of five years from 1st April, 2014 to 31st March, 2019."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all such actions, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in this regard."

By Order of the Board

Place : Mumbai
Date : 24th July, 2014

C. B. GAGRANI
Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company (For more details you may refer Section 105 of the Companies Act, 2013).
2. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, the 2nd September, 2014 to Tuesday, the 9th September, 2014 both days inclusive on account of Dividend payment.
3. The payment of dividend, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on 9th September, 2014 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. Dividend Warrants will be dispatched or credit will be given under National Electronic Clearing Services (NECS)/Electronic Clearing Services (ECS) as the case may be on or after 17th September, 2014.
4. Members desirous of getting any information about the accounts and operations of the Company are requested to address their query to the Secretary at the Registered Office address well in advance so that the same may reach him at least 10 days before the date of the meeting to enable the Management to keep the required information readily available at the meeting.
5. (i) The unclaimed dividend upto financial years 1994-95 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 1994-95 may claim their dividend from the Registrar of Companies, Maharashtra, Pune by submitting an application in the prescribed form.
- (ii) Those members who have not encashed dividend warrant for the financial years 2006-07 to 2012-13 may return the time barred dividend warrant or write to the Company's Share Transfer Agent, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 for issue of duplicate dividend warrant.
- (iii) Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2006-07 and thereafter which remain unclaimed for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (the Fund) constituted by the Central Government under Section 205C of the Companies Act, 1956. Unclaimed Equity Dividend for the financial year 2006-07 will fall due for transfer to the said Fund on 31st July, 2014.
As regards unclaimed dividend for the financial years 1995-96 to 2005-06, the same have already been transferred to the said Fund.
6. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through NECS/ECS wherever NECS/ECS facility is available subject to availability of bank account details/core banking account number and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.
Shareholders holding shares in physical form and desirous of availing NECS/ECS facility, should provide the bank details/core banking account number and 9 digits code number in NECS/ECS Mandate Proforma. Shareholders who have already given their Bank details to avail NECS/ECS facility should furnish the same only if there is any change.
The NECS/ECS Mandate Proforma can be obtained from the Company's Share Transfer Agent, M/s. Link Intime India Private Limited at the address mentioned hereinbelow in Note 8 or can be downloaded from the Company's website www.centuryenka.com.

7. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting and given under Corporate Governance Report, a part of 48th Annual Report, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agent, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 for nomination form quoting their folio number. Shareholders holding shares in dematerialised form, should write to their Depository Participant for the purpose.
9. Members who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 8 to consolidate their holding in one folio.
10. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 8 quoting their folio number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to their Depository Participant.

11. Procedure for voting through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. **The instructions for members for voting electronically are as under:-**

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "CENTURY ENKA LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant CENTURY ENKA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B. The voting period begins on 7th September 2014, 9.00 A.M. and ends on 9th September 2014, 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com .
 - I. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off (record date) of 8th August, 2014.
 - II. A copy of this notice has been placed on the website of the Company and the website of CDSL.
 - III. Mr. Chetan Maru, (Membership No. 104522) Chartered Accountants and Partner of Mantri Maru & Co. Chartered Accountants, has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
 - V. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.centuryenka.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

Mrs. Saraladevi Birla has been appointed as an Additional Director of your Company by the Board of Directors on 5th May, 2014 and will hold the office upto the Annual General Meeting of the Company.

Notices have been received from the members alongwith deposits of ₹ 1,00,000/- (Rupees one lac) each under Section 160 of the Companies Act, 2013 signifying their intention to propose Mrs. Saraladevi Birla as a candidate for the office of the Director of the Company, liable to retire by rotation.

Mrs. Saraladevi Birla, is an industrialist and one of the Promoters of the Company. She is also a philanthropist and closely associated with various Charitable Trusts and Educational and Cultural Institutions to guide social upliftment and welfare of the needy and weaker sections of the society.

Particulars of Mrs. Saraladevi Birla's directorship and her shareholding are given in Corporate Governance Report forming part of the 48th Annual Report.

The Board of Directors, therefore, commends this item of the accompanying notice for approval of the members.

None of the Directors and Key Managerial Personnel and their relatives, except Mr. B. K. Birla, who is her husband, is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.6

Mr. R. A. Shah is a Non-Executive Independent Director of the Company. He is an Advocate and Solicitor by profession and senior partner of M/s. Crawford Bayley & Co, firm of Advocates and Solicitors. He has joined the Board of Directors of the Company in June 2007. Particulars of Mr. R. A. Shah's directorship, committee membership in various companies as well as in the Company and his shareholding are given in Corporate Governance Report forming part of 48th Annual Report.

Mr. R. A. Shah is a Director whose period of office is liable to determination by retirement by rotation under the erstwhile applicable

provisions of the Companies Act, 1956. There is a change under the Companies Act, 2013. Section 149 of the Companies Act, 2013 deals with appointment of Independent Director for a term of five years. Mr. R. A. Shah being eligible and offering himself for appointment as 'an Independent' Director for a term of five consecutive years upto 31st March, 2019. A notice has been received from a member alongwith a deposit of ₹ 1,00,000/- (Rupees one lac) proposing Mr. R. A. Shah as a candidate for the office of a Director of the Company.

In the opinion of the Board of Directors, Mr. R. A. Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. R. A. Shah as an Independent Director. Accordingly, the Board of Directors recommends the resolution in relation to appointment of Mr. R. A. Shah as an Independent Director, for the approval by the members of the Company.

Except Mr. R. A. Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.7

Mr. B. S. Mehta is a Non-Executive Independent Director of the Company. He is by profession a Chartered Accountant and past President of The Institute of Chartered Accountants of India. He has joined the Board of Directors of the Company in February 1978. Particulars of Mr. B. S. Mehta's directorship, committee membership in various companies as well as in the Company and his shareholding are given in Corporate Governance Report forming part of 48th Annual Report.

Mr. B. S. Mehta is a Director whose period of office is liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956. There is a change under the Companies Act, 2013. Section 149 of the Companies Act, 2013 deals with appointment of Independent Director for a term of five years. Mr. B. S. Mehta being eligible and offering himself for appointment as an Independent Director for a term of five consecutive years upto 31st March, 2019. A notice has been received from a member alongwith a deposit of ₹ 1,00,000/- (Rupees one lac) proposing Mr. B. S. Mehta as a candidate for the office of a Director of the Company.

In the opinion of the Board of Directors, Mr. B. S. Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. B. S. Mehta as an Independent Director. Accordingly, the Board of Directors recommends the resolution in relation to appointment of Mr. B. S. Mehta as an Independent Director, for the approval by the members of the Company.

Except Mr. B. S. Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.8

Mr. S. K. Jain is a Non-Executive Independent Director of the company. He is by profession an Advocate and also associated with educational institution. He has joined the Board of Directors of the Company in November 2009. Particulars of Mr. S. K. Jain's shareholding is given in Corporate Governance Report forming part of 48th Annual Report.

Mr. S. K. Jain is a Director who retires by rotation at the annual general meeting under the erstwhile applicable provisions of the Companies

Act, 1956. There is a change under the Companies Act, 2013. Section 149 of the Companies Act, 2013 deals with appointment of Independent Director for a term of five years. Mr. S. K. Jain being eligible and offering himself for appointment as an Independent Director for a term of five consecutive years upto 31st March, 2019. A notice has been received from a member alongwith deposit of ₹ 1,00,000/- (Rupees one lac) proposing Mr. S. K. Jain as a candidate for the office of a Director of the Company.

In the opinion of the Board of Directors, Mr. S. K. Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S. K. Jain as an Independent Director. Accordingly, the Board of Directors recommends the resolution in relation to appointment of Mr. S. K. Jain as an Independent Director, for the approval by the members of the Company.

Except Mr. S. K. Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item 9:

The resolution set out at Item No. 9 has become necessary to revalidate the existing limit of borrowings passed by way of an ordinary resolution by the the members of the Company under Section 293(1)(d) of the Companies Act, 1956 at the 32nd Annual General Meeting of the Company held on 10th August, 1998 for borrowings from time to time, to meet its capital expenditure and/or working capital requirements by raising funds by borrowing Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans from financial institutions, banks and other persons and/or by issue of debentures/bonds/other instruments (apart from temporary loans obtained by the Company's bankers in the ordinary course of business) upto an amount of ₹ 300 crores (Rupees three hundred crores) over and above the paid-up share capital and free reserves of the Company.

As Section 293(1)(d) of the Companies Act, 1956 has been repealed and Section 180(1)(c) of the Companies Act, 2013 has come into effect from 12th September, 2013, which requires the consent of the Company in General Meeting by way of special resolution for authorising the Board of Directors to borrow money (apart from the temporary loans obtained from the Company's bankers in the ordinary course of the business) if it exceeds the aggregate of the paid-up share capital and its free reserves. The approval of the members is therefore sought by way of a special resolution to borrow money upto ₹ 300 crores (Rupees three hundred crores) over and above the paid-up share capital and free reserves.

There is no change in the overall limit of the borrowings.

The Board of Directors therefore, recommends the members approval of this item of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in passing of this resolution.

Item 10 :

The resolution set out at Item No. 10 has become necessary to revalidate the authorisation to the Board of Directors to create security by way of mortgage or charge on the assets/undertakings of the Company. Section 293(1)(a) of the Companies Act, 1956 has been repealed and Section 180(1)(a) of the Companies Act, 2013 has come into effect from 12th September, 2013 which requires the consent of the Company by way of special resolution to the Board of Directors of the Company.

The Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors shall not without the consent of the Company in general meeting sell, lease or otherwise dispose of the whole or

substantially the whole of the undertaking(s) of the Company. The Company is to borrow monies from time to time for the purpose of the business of the Company by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or by way of issue of debentures/bonds/other instruments and generally requires to secure such loans/debentures/bonds/other instruments by mortgaging and/or charging the properties of the Company. For creating such security, the Company has to wait till the next Annual General Meeting or call an Extraordinary General Meeting to obtain the consent of the Company u/s 180(1)(a) of the Companies Act, 2013. As the members are aware, calling an Extraordinary General Meeting is a time consuming proposition.

The borrowings by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or issue of debentures/bonds/other instruments also requires creating of security within a stipulated time. Non creation of security in time may make the Company liable for penal interest.

In order to enable the Board of Directors to create security within a stipulated time in favour of Financial Institutions/Banks/other persons/Agents and Trustees for holders of debentures/bonds/other instruments, it is necessary that an authorisation u/s 180(1)(a) of the Companies Act, 2013 be given to the Board of Directors with a power to dispose of the whole or substantially the whole of the undertaking(s) of the Company and other assets of the Company. Authorisation is also sought to the Board of Directors agreeing to Financial Institutions/Banks/other persons/Agents and Trustees for holders of debentures/bonds/other instruments retaining the power to take over the management of the business and concern of the Company in certain events. It is therefore, necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Authorisation is sought in the said resolution securing loans/debentures/bonds/other instruments upto an amount, not exceeding ₹ 300 crores (Rupees three hundred crores) over and above the paid-up share capital and free reserves of the Company.

The Board of Directors therefore, recommend the members approval of this item of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in passing of this resolution.

Item 11 :

As per the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCD")/bonds/other instruments on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution, which can be obtained once a year for all the offers and invitations for such NCDs/bonds/other instruments during the year.

NCDs/bonds/other instruments including Commercial Paper, issued on private placement basis is one of the important and cost effective source of borrowings for the Company.

The approval of the Members is being sought by way of a special resolution under Sections 42 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs/bonds/other instruments on a private placement basis, in one or more tranches, during a period of one year from the date of passing of this resolution provided the outstanding at any time during the period shall not exceed ₹ 150 crores (Rupees one hundred fifty crores), within the overall borrowing limits of the Company, as approved by the members from time to time, with authority to the Board of Directors to determine the

terms and conditions, including the issue price of the NCDs/bonds/other instruments.

The Directors commend the resolution at Item No. 11 of the accompanying notice, for the approval of the members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the passing of the resolution at Item No. 11, except to the extent of NCDs/bonds/other instruments that may be subscribed to by them, their relatives or companies/firms in which they are interested.

Item 12 :

A special resolution was passed for payment of commission to Directors at the 47th Annual General Meeting of the Company held on 13th July, 2013. Under the said resolution, commission to Directors other than the Directors in the whole time employment of the Company could be paid upto ₹ 20 lacs (Rupees twenty lacs) for each of the five financial years commenced from 1st April, 2013, subject to overall ceiling of 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 1956 whichever is lower for a financial year.

The ceiling of ₹ 20 lacs (Rupees twenty lacs) was fixed in the year commenced from 1st April, 2008 and continued till 31st March, 2014.

The Board Members of the Company comprises of outstanding professionals and industrialists and the Company is being benefited by their expert advice/guidance from time to time.

The Board of Directors, exercises appropriate control and provides strategic guidance to business of the Company. The Board of Directors has constituted various Committees of Directors, such as Audit Committee covering wide and varied functions of the Company including review of quarterly financial results with Statutory Auditors, review of internal audit reports and programme with Internal Auditors, effectiveness of internal control procedures and systems and their adequacy, risk management, follow-up of the outstanding issues and similar important issues. There are also Committees of Directors, such as, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship/Grievance Committee and Share Transfer Committee so that there is better compliance of corporate governance and monitoring of various functions by the Committees. Beside these, there are various compliances of SEBI/Stock Exchange Rules and Regulations, Code of Conducts, provisions of the Companies Act and other laws. The new Companies Act, 2013 also enhances the role of the Board of Directors. All these activities need involvement and high degree of monitoring and supervision by the Directors.

Section 197 of the Companies Act, 2013 permits payment of commission to Directors upto 1% of net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013. Within the permissible limit of 1% of net profits, the Board of Directors is seeking your consent for payment of commission for each financial year with discretion to the Board of Directors to decide the amount to be disbursed in each financial year and its allocation among the eligible Directors. Section 197 of the Companies Act, 2013 and Articles of Association of the Company permit payment of such commission with the consent of the members accorded by a special resolution.

The Board of Directors, therefore, recommend this item of accompanying notice for approval of the members as a special resolution.

All the Directors of the Company except Whole-time Director and Key Managerial Personnel, may be considered as interested or concerned in the resolution.



CENTURY ENKA LIMITED

Registered Office : Century Arcade, 2nd Floor, Narangi Baug Road, Pune-411 001

CIN: L24304PN1965PLC139075

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D. P. ID*	
Client ID*	

L. F. No.	
No. of Shares held	

I/We hereby record my/our presence at the 48th Annual General Meeting of the Company being held on Saturday, the 13th September, 2014 at 12.30 P.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002.

Name of the Shareholder(s) 1. 2. 3.

Signature of Shareholder(s) 1. 2. 3.

Signature of Proxyholder

* Applicable for investors holding shares in electronic form.

Note: Member/Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of the Meeting.

CENTURY ENKA LIMITED

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-11

PROXY FORM

CIN : L24304PN1965PLC139075

Name of the Company : CENTURY ENKA LIMITED

Registered Office : Century Arcade, 2nd Floor, Narangi Baug Road, Pune-411 001

Name of the member(s)	
Registered Address	
Email ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name Address
E-mail Id Signature or failing him;

(2) Name Address
E-mail Id Signature or failing him;

(3) Name Address
E-mail Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th Annual General Meeting of the Company to

P.T.O.

be held on Saturday, the 13th September, 2014 at 12.30 P.M. at Pudumjee Hall, Maharashtra Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
1	Consider and adopt the Reports of Auditors, Directors and Audited Financial Statements for the year ended 31 st March, 2014.		
2	Declaration of Dividend on Equity Shares.		
3	Re-appointment of Mr. B. K. Birla, who retires by rotation.		
4	Appointment of Messrs Price Waterhouse, Chartered Accountants as Auditors and authorise the Board of Directors to fix their remuneration.		
5	Appointment of Mrs. Saraladevi Birla as a Director of the Company, liable to retire by rotation.		
6	Appointment of Mr. R. A. Shah as an Independent Director.		
7	Appointment of Mr. B. S. Mehta as an Independent Director.		
8	Appointment of Mr. S. K. Jain as an Independent Director.		
9	Special resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto ₹ 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.		
10	Special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.		
11	Special resolution for offer or invitation to subscribe to Non-Convertible Debentures on private placement upto ₹ 150 crores.		
12	Commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.		

Signed this day of 2014.

Signature of shareholder(s) :

Signature of Proxy holder(s) :

Affix
15 Paise
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 48th Annual General Meeting.
- *(3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.