

# CENTURY ENKA LIMITED

PHONE : +91-22-4321 5300 / 2202 7375  
 FAX : +91-22-4321 5353 / 2287 3952  
 E-mail : admin@centuryenka.com  
**CIN: L24304PN1965PLC139075**



**HEAD OFFICE :**  
 "BAKHTAWAR"  
 NARIMAN POINT,  
 MUMBAI - 400 021.

## Annexure-A

(Pursuant to Clause 35A of the Listing Agreement)

Date of AGM	:	13 <sup>th</sup> September, 2014
Total Number of Shareholders on book closure date	:	48014
No. of Shareholders present in the meeting either in person or through Proxy	:	85 in persons 3 through proxy
Promoters and Promoter Group	:	1
Public	:	87
No. of shareholders attended the meeting through Video Conferencing	:	Not Arranged
Promoter and Promoter Group	:	-
Public	:	-

### Details of Agenda

Item No. of AGM Notice	Brief Particulars of Resolution	Type of Resolution	Mode of Voting
1	To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31 <sup>st</sup> March, 2014.	Ordinary Resolution	E-voting & Poll
2	To declare dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2014.	Ordinary Resolution	E-voting & Poll
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.	Ordinary Resolution	E-voting & Poll
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.	Ordinary Resolution	E-voting & Poll
5	To appoint Mrs. Saraladevi Birla, (holding DIN 01625592) (who was appointed as an additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.	Ordinary Resolution	E-voting & Poll
6	To appoint Mr. R.A. Shah (holding DIN 00009851), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31 <sup>st</sup> March, 2019.	Ordinary Resolution	E-voting & Poll

Regd. Off.: Century Arcade, 2nd Floor, Narangi Baug Road, Pune - 411 001  
 Factory : Bhosari, Pune - 411 026.  
 Tel.: +91-20-6612 7300, 2712 0423 • Fax +91-20-2712 0113  
 Website : www.centuryenka.com

ISO 9001  
 BUREAU VERITAS  
 Certification



Excluding Design

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7	To appoint Mr. B.S. Mehta (holding DIN 00035019), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31 <sup>st</sup> March, 2019.	Ordinary Resolution	E-voting & Poll
8	To appoint Mr. S.K. Jain (holding DIN 02843676), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31 <sup>st</sup> March, 2019.	Ordinary Resolution	E-voting & Poll
9	To accord consent of the Company to the Board of Directors pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies up to Rs. 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.	Special Resolution	E-voting & Poll
10	To accord consent of the Company to the Board of Directors to mortgaging and/or charging 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, to secure the borrowings not exceeding Rs.300 crores over and above the aggregate of paid up share capital of the Company and its free reserves.	Special Resolution	E-voting & Poll
11	To accord approval of the Company for making offer or invitation to subscribe to Non-Convertible Debentures on private placement during a period of one year from the date of this Annual General Meeting provided the outstanding amount at any time shall not exceed Rs. 150 crores.	Special Resolution	E-voting & Poll
12	To accord approval of the Company for payment of commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.	Special Resolution	E-voting & Poll

In case of Poll/Postal Ballot/E-voting: Evoting : 7<sup>th</sup> September, 2014 (9 AM) to  
 9<sup>th</sup> September, 2014 (6 PM)  
 Poll : Conducted at the venue of AGM held  
 on 13.9.2014

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Excluding Design

**CENTURY ENKA LIMITED**

Annexure "B"

Item No.1

Ordinary Resolution :-

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.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1621659	2402	99.85	0.15
Public-Others	12966471	100130	0.77	98645	1485	98.52	1.48
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8514262</b>	<b>3887</b>	<b>99.95</b>	<b>0.05</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	645135	4.98	645135	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>661635</b>	<b>3.03</b>	<b>661635</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9179784</b>	<b>42.01</b>	<b>9175897</b>	<b>3887</b>	<b>99.96</b>	<b>0.04</b>



CENTURY ENKA LIMITED

Annexure "B"

Item No.2

Ordinary Resolution :-

To declare dividend on Equity Shares for the year ended 31st March, 2014.

Mode of Voting: (E-voting)						
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding Shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100
Mode of Voting: (Poll)						
						% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00
Public-Others	12966471	100130	0.77	98645	1485	98.52
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8516664</b>	<b>1485</b>	<b>99.98</b>
Mode of Voting: (Poll)						
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00
Public-Others	12966471	646648	4.99	646598	50	99.99
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663098</b>	<b>50</b>	<b>99.99</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9179762</b>	<b>1535</b>	<b>99.98</b>
						<b>0.02</b>



**CENTURY ENKA LIMITED**

Annexure "B"

**Item No.3  
Ordinary Resolution :-**

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.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: (E-voting)		No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
				No of Votes - in Favour (4)	No of Votes Against (5)			
<b>Mode of Voting: (E-voting)</b>								
Promoter and Public Institutional Holders	6858728	6793958	99.06	6793958	0	100.00		0.00
Public Institutional Holders	2025390	1624061	80.19	1538825	85236	94.75		5.25
Public-Others	12966471	100130	0.77	98567	1563	98.44		1.56
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8431350</b>	<b>86799</b>	<b>98.98</b>		<b>1.02</b>
<b>Mode of Voting: (Poll)</b>								
Promoter and Public Institutional Holders	6858728	0	0.00	0	0	0.00		0.00
Public Institutional Holders	2025390	16500	0.81	65	16435	0.39		99.61
Public-Others	12966471	646618	4.99	646618	0	100.00		0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663118</b>	<b>3.03</b>	<b>646683</b>	<b>16435</b>	<b>97.52</b>		<b>2.48</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181267</b>	<b>42.02</b>	<b>9078033</b>	<b>103234</b>	<b>98.88</b>		<b>1.12</b>



**CENTURY ENKA LIMITED**

Annexure "B"

Item No.4

**Ordinary Resolution :-**

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.

<b>Mode of Voting: (E-voting)</b>							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8516536</b>	<b>1613</b>	<b>99.98</b>	<b>0.02</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646518	4.99	646513	5	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663018</b>	<b>3.03</b>	<b>663013</b>	<b>5</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181167</b>	<b>42.02</b>	<b>9179549</b>	<b>1618</b>	<b>99.98</b>	<b>0.02</b>



**CENTURY ENKA LIMITED**

Annexure "g"

**Item No.5**

**Ordinary Resolution :-**

To appoint Mrs. Saraladevi Birha, (holding DIN 01625592) (who was appointed as an additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98567	1563	98.44	1.56
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8516586</b>	<b>1563</b>	<b>99.98</b>	<b>0.02</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663148</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9179734</b>	<b>1563</b>	<b>99.98</b>	<b>0.02</b>



**CENTURY ENKA LIMITED**

Item No.6

**Ordinary Resolution :-**

To appoint Mr. R. A. Shah (holding DIN 00009851), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1593597	30464	98.12	1.88
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8486072</b>	<b>32077</b>	<b>99.62</b>	<b>0.38</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646643	5	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663143</b>	<b>5</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9149215</b>	<b>32082</b>	<b>99.65</b>	<b>0.35</b>





**CENTURY ENKA LIMITED**

Annexure "B"

Item No. 7

Ordinary Resolution :-

To appoint Mr. B.S.Mehta (holding DIN 00035019), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1593597	30464	98.12	1.88
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8486072</b>	<b>32077</b>	<b>99.62</b>	<b>0.38</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	638233	4.92	638228	5	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>654733</b>	<b>3.00</b>	<b>654728</b>	<b>5</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9172882</b>	<b>41.98</b>	<b>9140800</b>	<b>32082</b>	<b>99.65</b>	<b>0.35</b>



**CENTURY ENKA LIMITED**

Annexure "B"

**Item No.8**

**Ordinary Resolution :-**

To appoint Mr.S.K. Jain (holding DIN 02843676), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

<b>Mode of Voting: (E-voting)</b>							
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8516536</b>	<b>1613</b>	<b>99.98</b>	<b>0.02</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663148</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9179684</b>	<b>1613</b>	<b>99.98</b>	<b>0.02</b>



**CENTURY ENKA LIMITED**

Annexure "B"

Item No.9

Special Resolution :-

To accord consent of the Company to the Board of Directors pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies upto Rs. 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94467	5663	94.34	5.66
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8512486</b>	<b>5663</b>	<b>99.93</b>	<b>0.07</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646523	4.99	646523	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663023</b>	<b>3.03</b>	<b>663023</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181172</b>	<b>42.02</b>	<b>9175509</b>	<b>5663</b>	<b>99.94</b>	<b>0.06</b>



## CENTURY ENKA LIMITED

## Item No.10

## Special Resolution :-

To accord consent of the Company to the Board of Directors to mortgaging and/or charging 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, to secure the borrowings not exceeding Rs.300 crores over and above the aggregate of paid up share capital of the Company and its free reserves.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94467	5663	94.34	5.66
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8512486</b>	<b>5663</b>	<b>99.93</b>	<b>0.07</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663148</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9175634</b>	<b>5663</b>	<b>99.94</b>	<b>0.06</b>



**CENTURY ENKA LIMITED**

Annexure "B"

**Item No.11**

**Special Resolution :-**

To accord approval of the Company for making offer or invitation to subscribe to Non-Convertible Debentures on private placement during a period of one year from the date of this Annual General Meeting provided the outstanding amount at any time shall not exceed Rs. 150 crores.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98567	1563	98.44	1.56
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8516586</b>	<b>1563</b>	<b>99.98</b>	<b>0.02</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>663148</b>	<b>3.03</b>	<b>663148</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9181297</b>	<b>42.02</b>	<b>9179734</b>	<b>1563</b>	<b>99.98</b>	<b>0.02</b>



**CENTURY ENKA LIMITED**

Annexure "B"

**Item No.12**

**Special Resolution :-**

To accord approval of the Company for payment of commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94417	5713	94.29	5.71
<b>Total (A)</b>	<b>21850589</b>	<b>8518149</b>	<b>38.98</b>	<b>8512436</b>	<b>5713</b>	<b>99.93</b>	<b>0.07</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	638233	4.92	638233	0	100.00	0.00
<b>Total (B)</b>	<b>21850589</b>	<b>654733</b>	<b>3.00</b>	<b>654733</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>21850589</b>	<b>9172882</b>	<b>41.98</b>	<b>9167169</b>	<b>5713</b>	<b>99.94</b>	<b>0.06</b>





**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
Century Enka Limited,  
Century Arcade, 2<sup>nd</sup> Floor, Narangi Baug Road,  
Pune-411001

**CERTIFIED TO BE TRUE  
For CENTURY ENKA LIMITED**

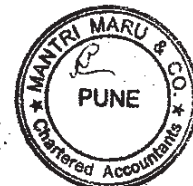
*CSPGaw*

**Secretary**

Dear Sir,

**Subject : Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014**

1. I, Chetan Maru, Chartered Accountant in practice and Partner of Mantri Maru & Co. Chartered Accountants, has been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out for the below mentioned resolutions to be passed at the 48<sup>th</sup> Annual General Meeting of the shareholders of the Company to be held on Saturday, 13<sup>th</sup> September, 2014.
2. As required under Section 101 and 108 of the Act, Notice dated 24<sup>th</sup> July, 2014 along with Explanatory Statement under Section 102 of the Act were sent to the shareholders in respect of the 48<sup>th</sup> Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 8<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions on item nos. 1 to 12 as set out in the notice of Annual General Meeting of the Company.
3. The Company has availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for conducting e-voting by shareholders of the Company. The e-voting period commenced on 7<sup>th</sup> September, 2014 at 9 A.M. and ended on 9<sup>th</sup> September, 2014 at 6.00 P.M. and the CDSL e-voting platform was blocked thereafter.
4. The votes were unblocked on 10<sup>th</sup> September, 2014 in the presence of two witnesses who are not in the employment of the Company.



5. I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a Register in which necessary entries have been made in accordance with the above rules.
6. I now submit my report as under on the result of the voting through electronic means in respect of the said Resolutions:

**Item No. 1**

**Ordinary Resolution:-**

To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31<sup>st</sup> March, 2014.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
91	85,14,262	99.95%	6	3,887	0.05%	Nil	Nil

**Item No. 2**

**Ordinary Resolution:-**

To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
92	85,16,664	99.98%	5	1,485	0.02%	Nil	Nil

**Item No. 3**

**Ordinary Resolution:-**

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.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
82	84,31,350	98.98%	15	86,799	1.02%	Nil	Nil





**Item No. 4**

**Ordinary Resolution:-**

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.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
90	85,16,536	99.98%	7	1,613	0.02%	Nil	Nil

**Item No. 5**

**Ordinary Resolution:-**

To appoint Mrs. Saraladevi Birla, (holding DIN 01625592) (who was appointed as an additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
91	85,16,586	99.98%	6	1,563	0.02%	Nil	Nil

**Item No. 6**

**Ordinary Resolution:-**

To appoint Mr. R.A. Shah (holding DIN 00009851), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

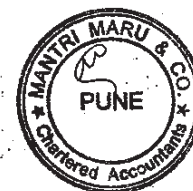
In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
88	84,86,072	99.62%	9	32,077	0.38%	Nil	Nil

**Item No. 7**

**Ordinary Resolution:-**

To appoint Mr. B.S. Mehta (holding DIN 00035019), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
88	84,86,072	99.62%	9	32,077	0.38%	Nil	Nil



**Item No. 8**

**Ordinary Resolution:-**

To appoint Mr. S.K. Jain (holding DIN 02843676), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
90	85,16,536	99.98%	7	1,613	0.02%	Nil	Nil

**Item No. 9**

**Special Resolution:-**

To accord consent of the Company to the Board of Directors pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies up to Rs. 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

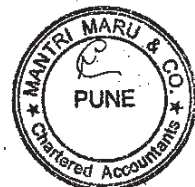
In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
89	85,12,486	99.93%	8	5,663	0.07%	Nil	Nil

**Item No. 10**

**Special Resolution:-**

To accord consent of the Company to the Board of Directors to mortgaging and/or charging 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, to secure the borrowings not exceeding Rs.300 crores over and above the aggregate of paid up share capital of the Company and its free reserves.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
89	85,12,486	99.93%	8	5,663	0.07%	Nil	Nil



**Item No. 11**

**Special Resolution:-**

To accord approval of the Company for making offer or invitation to subscribe to Non-Convertible Debentures on private placement during a period of one year from the date of this Annual General Meeting provided the outstanding amount at any time shall not exceed Rs. 150 crores.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
91	85,16,586	99.98%	6	1563	0.02%	Nil	Nil

**Item No. 12**

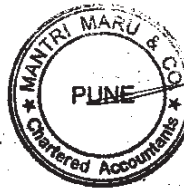
**Special Resolution:-**

To accord approval of the Company for payment of commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast	% of e-votes cast	No. of shareholders	No. of e-votes cast
88	85,12,436	99.93%	9	5,713	0.07%	Nil	Nil

7. The result of the aforesaid e-voting for the Resolutions Nos. 1 to 12 as set out in Notice dated 24.7.2014 may accordingly be declared by the chairman.

Thanking you,



CA Chetan Maru

Chartered Accountant

Membership No. 104522

Partner-Mantri Maru & Co.

Place: Pune

Date : September 10, 2014





**SCRUTINIZER'S REPORT**

**CERTIFIED TO BE TRUE  
For CENTURY ENKA LIMITED**

To,  
The Chairman,  
Century Enka Limited,  
Century Arcade, 2<sup>nd</sup> Floor,  
Narangi Baug Road,  
Pune-411001

*Chetan Maru*

**Secretary**

Dear Sir,

Sub: Scrutinizer's Report on poll taken at the 48<sup>th</sup> Annual General Meeting of equity shareholders of Century Enka Limited held on 13<sup>th</sup> September, 2014 at 12.30 P.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411002.

1. I, Chetan Maru, Chartered Accountant in practice and Partner of Mantri Maru & Co. Chartered Accountants, has been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the poll in a fair and transparent manner and ascertaining the votes cast on poll taken for the below mentioned resolutions to be passed at the 48<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Saturday, 13<sup>th</sup> September, 2014 and I submit my report as under.
2. After the time fixed for closing the poll by the chairman ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s, Link Intime India Pvt Ltd., Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise fund defective have been treated as invalid and kept separately OR I did not find any poll papers invalid.
5. The result of poll is as under:

*Chetan Maru*

**Item No. 1****Ordinary Resolution:-**

To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31<sup>st</sup> March, 2014.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
27	661635	100%	0	0	0%	02	09

**Item No. 2****Ordinary Resolution:-**

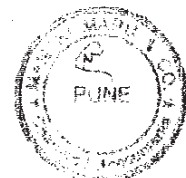
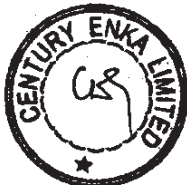
To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
30	663098	99.99%	01	50	0.01%	02	09

**Item No. 3****Ordinary Resolution:-**

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.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
29	646683	97.52%	01	16435	2.48%	02	09



**Item No. 4****Ordinary Resolution:-**

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.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
28	663013	99.99%	01	05	0.01%	02	09

**Item No. 5****Ordinary Resolution:-**

To appoint Mrs. Saraladevi Birla, (holding DIN 01625592) (who was appointed as an additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
31	663148	100%	-	-	-	02	09

**Item No. 6****Ordinary Resolution:-**

To appoint Mr. R.A. Shah (holding DIN 00009851), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
30	663143	99.99%	01	05	0.01%	02	09



R

**Item No. 7****Ordinary Resolution:-**

To appoint Mr. B.S. Mehta (holding DIN 00035019), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
29	654728	99.99%	01	05	0.01%	02	09

**Item No. 8****Ordinary Resolution:-**

To appoint Mr. S.K. Jain (holding DIN 02843676), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31<sup>st</sup> March, 2019.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
31	663148	100%	-	-	-	02	09

**Item No. 9****Special Resolution:-**

To accord consent of the Company to the Board of Directors pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies up to Rs. 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
30	663023	100%	-	-	-	02	09



R

**Item No. 10****Special Resolution:-**

To accord consent of the Company to the Board of Directors to mortgaging and/or charging 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, to secure the borrowings not exceeding Rs.300 crores over and above the aggregate of paid up share capital of the Company and its free reserves.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
31	663148	100%	-	-	-	02	09

**Item No. 11****Special Resolution:-**

To accord approval of the Company for making offer or invitation to subscribe to Non-Convertible Debentures on private placement during a period of one year from the date of this Annual General Meeting provided the outstanding amount at any time shall not exceed Rs. 150 crores.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
31	663148	100%	-	-	-	02	09





**Item No. 12**

**Special Resolution:-**

To accord approval of the Company for payment of commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.

In Favour of the Resolution			Against the Resolution			Invalid Votes	
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	Total no. of members (in person or by proxy whose votes were declared invalid)	Total no. of votes cast by them
30	654733	100%	-	-	-	02	09

6. Compact Disc (CD) containing the list of equity shareholders who votes "FOR", "AGAINST" and those whose votes are declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Pune

Dated September 13, 2014

Yours faithfully,



Chetan Maru  
Chartered Accountant  
Membership No. 104522  
Partner-Mantri Maru & Co.

