

CENTURY ENKA LIMITED

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



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

June 20, 2016

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Ref : **Scrip Code : 500280**

Sub : **Notice of 50th Annual General Meeting**

Dear Sirs,

Please find attached herewith a copy of Notice of 50th Annual General Meeting of the Shareholders of the Company to be held on Friday, the 15th July, 2016 at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune – 411002 at 12.30 p.m.

This is for your information and record.

Thanking you,

Yours faithfully,
For **CENTURY ENKA LIMITED**

(C.B. Gagrani)
Company Secretary

Encl : as above

Regd. Off. : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026.
Factory : Bhosari, Pune - 411 026.
Tel. : +91-20-6612 7300, 2712 0423 • Fax : +91-20-2712 0113
CIN : L24304PN1965PLC139075

ISO 9001
BUREAU VERITAS
Certification



Excluding Design



CENTURY ENKA LIMITED

Registered Office: Plot No. 72 & 72-A, MIDC, Bhosari, Pune 411026
CIN: L24304PN1965PLC139075
Phone No. 020-66127300, 27120423 Fax No. 020-27120113
Website: www.centuryenka.com Email: investor@centuryenka.com

50th
Annual Report
for the year
2015-16
has been
posted
separately

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 50th Annual General Meeting of the Shareholders of CENTURY ENKA LIMITED will be held at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411002 on Friday, the 15th July, 2016 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, 2016.
2. To appoint a Director in place of Mr.B.K. Birla who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on Equity Shares for the year ended 31st March, 2016.
4. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013 (having its Firm Registration Number – 105146W) be and are hereby appointed as Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 55th Annual General Meeting of the Company, at a remuneration to be fixed by the Board of Directors for each financial year based on the recommendation of the ‘Audit Committee’ and reimbursement of out-of-pocket expenses in connection with the audit of the accounts of the Company and the said remuneration be paid to them in such instalments as may be decided by the Board of Directors”.

“RESOLVED FURTHER THAT appointment of M/s. Khimji Kunverji & Co., Chartered Accountants shall be subject to ratification by the shareholders at every Annual General Meeting during the remaining term of five years”.

SPECIAL BUSINESS

5. 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 the Articles of Association of the Company, Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the Company hereby approves the re-appointment of Mr. G.M. Singhvi as Whole-time Director of the Company for

a period of 1 (one) year with effect from 16th May, 2016 upon the terms and conditions as set out hereinbelow :

- (a) Salary:
 - (i) Basic Salary: ₹ 4,85,000/- per month.
 - (ii) Personal Allowance: ₹ 6,40,000/- per month.
 - (iii) House Rent Allowance : 50% of Basic Salary.
- (b) Perquisites / Amenities:
 - (i) Expenses on electricity and water will be borne / reimbursed by the Company.
 - (ii) Leave travel and medical expenses/allowances as per the Rules of the Company.
 - (iii) Leave on full pay and allowances as per the Rules of the Company.
 - (iv) Fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.
 - (v) Personal Accident Insurance as per the Company's Policy as applicable to Senior Executives of the Company.
 - (vi) Company's contribution towards Provident Fund (12%) and Superannuation Fund (15%) as per the Rules applicable to Senior Executives of the Company.
 - (vii) Gratuity as per the Rules/Policies of the Company.
 - (viii) Ex-gratia as per the Rules/Policies of the Company not exceeding 15% of basic salary.
 - (ix) Performance Allowance : 50% of Basic Salary.
 - (x) A chauffeur driven car provided and maintained by the Company for use on the Company's business and personal use.
 - (xi) Telephone, telefax and other communication facilities at residence as applicable to Senior Executives of the Company.”

Provided that where, in any financial year, the Company has no profit or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites as aforesaid to the Whole-time Director as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act.

“RESOLVED FURTHER THAT Mr. G. M. Singhvi shall have the powers and authorities to manage the affairs of the Company on a day-to-day basis subject to the superintendence, direction and control of the Board of Directors.”

“RESOLVED FURTHER THAT the aforesaid appointment may be terminated by either party giving to the other three months notice in writing.”

6. 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, if any, 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 (NCDs) 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.”

By Order of the Board

Place: Mumbai
Date : 4th May, 2016

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 and Companies (Management & Administration) Rules, 2014).
 2. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, the 5th July, 2016 to Thursday, the 7th July, 2016, 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 Friday, the 8th July, 2016, 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 18th July, 2016.
 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 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 1995-96 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956.
(ii) Unclaimed dividend for the financial years 1996-97 to 2007-08, have already been transferred to the Investor Education and Protection Fund (the Fund) constituted by the Central Government under Section 205C of the Companies Act, 1956.
 - (iii) Those members who have not encashed dividend warrant for the financial years 2008-09 to 2014-15 may return the time barred dividend warrant or write to the Company's Share Transfer Agent, at the address mentioned hereinbelow in Note 7.
 - (iv) Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year 2008-09 and thereafter which remain unclaimed for a period of 7 (seven) years will be transferred to the said Fund. Unclaimed Equity Dividend for the financial year 2008-09 will fall due for transfer to the said Fund on Monday, the 1st August, 2016.
6. Dividend in respect of shares held in dematerialised 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 MICR 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 Participants 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 MICR 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 7 or can be downloaded from the Company's website www.centuryenka.com.
 7. 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.
 8. Members who are holding shares in identical order of names in more than one folios, are requested to write to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7 to consolidate their holding in one folio.
 9. 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 7 quoting their folio number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participants.
 10. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants, unless any Member has requested



- for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.centuryenka.com.
11. The Company, pursuant to Regulation 39 read with Schedule IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has initiated the process of sending reminders to the shareholders to claim unexchanged share certificates of ₹ 10/- each face value issued in lieu of shares of Rajashree Polyfil Limited on amalgamation with Century Enka Limited or shares of ₹ 100/- face value of the Company and lying with the Company. After completion of process of reminders for unexchanged share certificates, unclaimed share certificates lying in physical form shall be transferred to Unclaimed Suspense Account and dematerialised and held in "Unclaimed Suspense Account".
 12. The route map showing directions to reach the venue of the 50th AGM is given on reverse of the Attendance Slip.
 13. **Procedure for voting through Electronic Means**
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper/ electronic voting system shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/ electronic voting system.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, the 12th July, 2016 (9:00 am) and ends on Thursday, the 14th July, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, the 8th July, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants]:
 - i. Open e-mail and open PDF file viz; "CEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "Century Enka Limited"
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants or requesting physical copy] :
 - i. Initial password is provided as below at the bottom of the Attendance Slip for the AGM :
EVEN (E-voting Event Number)
USER ID PASSWORD/PIN
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
However, if you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.



- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, the 8th July, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th July, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper/ electronic voting system.
- XII. Mr. Chetan Maru, Chartered Accountant (Membership No. 104522) and Partner Mantri Maru & Co., Chartered Accountants has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman of the Meeting shall at AGM venue, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper / electronic voting system for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.centuryenka.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman of the Meeting or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and the National Stock Exchange of India Limited.

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

The following explanatory statement sets out all material facts relating to special business mentioned under Item nos. 5 and 6 of the accompanying Notice.

Item No. 5

Mr. G.M. Singhvi was re-appointed as Whole-time Director of the Company with effect from 16th May, 2013 for a period of 3 years that comes to an end on 15th May, 2016

The Board of Directors, based upon the recommendation of the Nomination and Remuneration Committee of Directors re-appointed Mr. G.M. Singhvi, as a Whole-time Director for a period of one year effective from 16th May, 2016.

Mr. G.M. Singhvi's immense experience in the Management and in particular Synthetic Fiber industry, eminently qualifies him for re-appointment as a Whole-time Director.

Mr. G.M. Singhvi as Whole-time Director will have the powers and authorities to manage the affairs of the Company on a day-to-day basis subject to superintendence, direction and control of the Board of Directors.

Brief particulars of Mr. G.M. Singhvi in terms of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 given in Corporate Governance Report, may also be regarded part of this explanatory statement.

Accordingly, the resolution in Item No. 5 of the Notice, for approving the re-appointment of Mr. G.M. Singhvi as a Whole-time Director of the Company upon the terms and conditions as set out in the resolution, is being proposed for consideration of the members.

Except Mr. G.M. Singhvi, being an appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in passing of the resolution set out at Item No. 5.

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

Item No. 6

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 (NCDs) 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 during the year.

NCDs 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 Section 42 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs 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.

This is an enabling Resolution to borrow the money by way of NCDs in case of need, being a cost effective source of borrowing. However, presently there is no plan to borrow money during the year.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the passing of the resolution set out at Item No. 6, except to the extent of NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.



CENTURY ENKA LIMITED

Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026
CIN: L24304PN1965PLC139075

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

ATTENDANCE SLIP

Serial No.

Registered Folio No./ DP ID/ Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares held	

I/We hereby record my/our presence at the 50th Annual General Meeting of the Company being held on Friday, the 15th July, 2016 at 12.30 P.M. at Pudumjee Hall, Maharashtra 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.

Name of the Proxyholder Signature of Proxyholder

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

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN

Note : The E-Voting starts from Tuesday, 12th July, 2016 at 9.00 A.M. and ends on Thursday, 14th July, 2016 at 5.00 P.M. The E-Voting module shall be disabled by NSDL for voting thereafter. Kindly refer the instructions printed in the Notice of Fiftieth AGM before exercising your vote. These details form an integral part of the **Notice for the Fiftieth AGM to be held on 15th July, 2016.**

* **Only members who have not updated their PAN with the Company/ Depository Participants shall use Password / PIN in the PAN field.**



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

CIN : L24304PN1965PLC139075
Name of the Company : CENTURY ENKA LIMITED
Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026

PROXY FORM

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

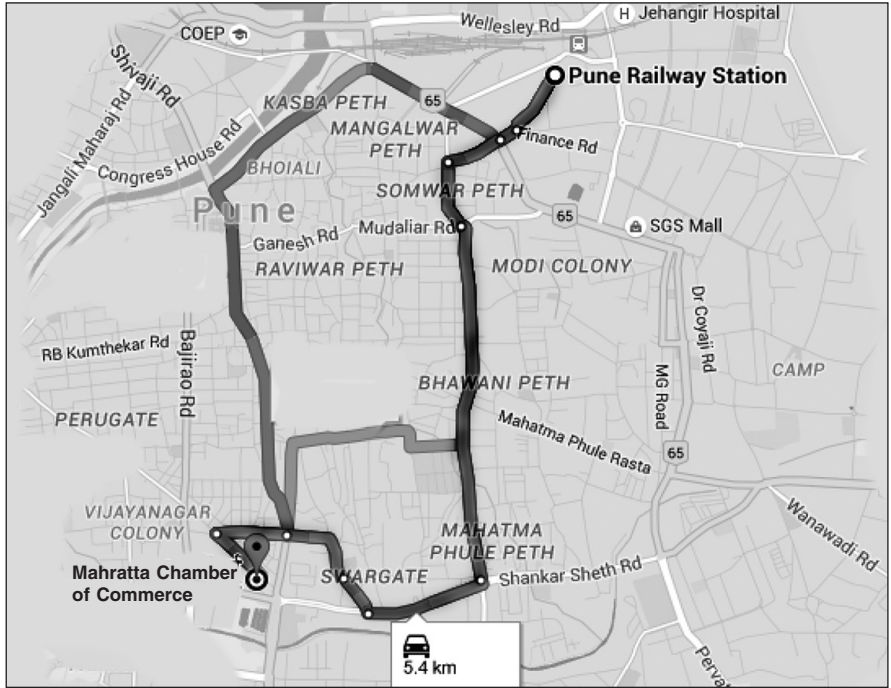
I/We, being the member(s) of shares of the above named company, hereby appoint:

- (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

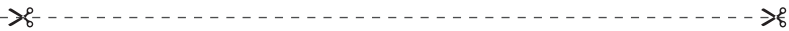
P.T.O.

The Route Map to the AGM Venue

Venue : Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002.



Landmark : Behind Ganesh Kala Krida Mancha
 Distance from Pune Railway Station : 5.4 Km.
 Distance from Pune Airport : 12.8 Km.



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th Annual General Meeting of the Company to be held on Friday, the 15th July, 2016 at 12.30 P.M. at Pudumjee Hall, Mahratta 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, 2016.		
2	Appointment of Mr. B. K. Birla as a Director of the Company, liable to retire by rotation.		
3	Declaration of Dividend on Equity Shares.		
4	Appointment of M/s. Khimji Kunverji & Co. Chartered Accountants as Auditors for a term of five consecutive years and authorise the Board of Directors to fix their remuneration.		
5	Re-appointment of Mr. G. M. Singhvi as a Whole-time Director.		
6	Offer or invitation to subscribe to Non-Convertible Debentures on private placement basis upto ₹ 150 crores.		

Signed this day of 2016.

Signature of shareholder(s) :

Signature of Proxy holder(s) :



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 Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 50th Annual General Meeting.
- * (3) It is optional to put a '√' in the appropriate column against the Resolutions indicated in the Box, being a direction to proxy to vote accordingly. 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) at the back in box before submission.