



CENTURY ENKA LIMITED

Registered Office : Plot No. 72 & 72-A, MIDC, Bhosari, Pune - 411 026
CIN : L24304PN1965PLC139075
Tel. No. 020-66127300, 27120423 • Fax No. 020-27120113
Website : www.centuryenka.com • E-mail: investor@centuryenka.com

52nd
Annual Report
for the year
2017-18
has been
posted
separately

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 52nd 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 Saturday, the 14th July, 2018 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To consider the Report of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31st March, 2018.
2. To appoint a Director in place of Mr. B.K. Birla (DIN: 00055856) 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, 2018
4. To consider and, if thought fit, to accord assent / dissent to the following as ordinary resolution
“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, the appointment of 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 is hereby ratified as Auditors of the Company to hold office from the conclusion of

this Annual General Meeting until the conclusion of the 53rd Annual General Meeting of the Company”.

SPECIAL BUSINESS

5. To consider and, if thought fit, to accord assent / dissent to the following Resolution.

AS ORDINARY RESOLUTION

“RESOLVED THAT remuneration of ₹ 2,75,000/- (Rupees two lacs seventy five thousand only) plus Goods and Services Tax and reimbursement of out-of-pocket expenses to M/s.D.C.Dave & Co., Cost Accountants, appointed as the Cost Auditors of the Company and fixed their remuneration by the Board of Directors, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for the conduct of the audit of the cost records of the Company's products Nylon and Polyester as covered under the head “Textile” in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India for the financial year ended 31st March, 2018 be and is hereby ratified.

Place: Mumbai
Date : 3rd May, 2018

By Order of the Board
C.B. GAGRANI
Secretary

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s.D.C.Dave & Co., Cost Accountants, for the conduct of the audit of the cost records of the Company for the financial year ended 31st March, 2018 in respect of its products Nylon and Polyester as covered under the head “Textile” in the Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, Government of India.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the year ended 31st March, 2018 as set out in the Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the said Resolution.

The Board of Directors commends the approval of the Resolution set out at Item No. 5 of the Notice for ratification of remuneration by the Members.

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 Wednesday, the 4th July, 2018 to Friday, the 6th July, 2018, 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 Saturday, the 7th July, 2018, 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, 2018.
4. The brief resume of Mr. B.K. Birla, who is eligible to be re-appointed as a Director and his relationship with the Director is provided in Corporate Governance Report forming part of the Directors' Report. His resume is also given hereinbelow (Page 4).
5. Brief explanation about ratification of appointment of Auditors: M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (Firm Registration No. 105146W) have been appointed as Auditors of the Company pursuant to Section 139 read with Section 142 of the Companies Act, 2013 in the 50th Annual General Meeting of the Company to hold the office for a term of 5(five) consecutive years till 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 Audit Committee of Directors.

The appointment of M/s. Khimji Kunverji & Co. pursuant to Section 139 of the Companies Act, 2013 shall be placed for ratification by the shareholders at every Annual General Meeting during the tenure of their appointment. Accordingly Resolution No. 4 is being placed before the shareholders for ratification of their appointment.

6. 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.
7. (i) The unclaimed dividend upto financial years 1995-96 have been transferred to the General Revenue Account of the Central Government in terms of the provisions of Section 205A of the Companies Act, 1956. Those shareholders who have so far not claimed their dividend for the financial years upto 1995-96 may claim their dividend from the Registrar of Companies, Maharashtra, Pune by submitting an application in the prescribed form.
(ii) Pursuant to Section 205A and 205C and other applicable provisions of the Companies Act, 1956, unclaimed dividend for the financial year 1996-97 to 2009-10 have already been transferred to Investor Education and Protection Fund (IEPF).

The Company has transferred ₹ 17,02,980/- being the unclaimed dividend for the financial year 2009-10 to IEPF on 24th August, 2017.

(iii) Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), which have become effective from 7th September, 2016, unclaimed dividend for the financial year 2010-11 and thereafter which remained unclaimed for a period of 7 years will be transferred to IEPF. Accordingly, unclaimed dividend for the financial year 2010-11 will fall due for transfer to the said IEPF on Saturday, the 4th August, 2018.
(iv) Those members who have not encashed dividend warrant for the financial years 2010-11 to 2016-17 may return the time barred dividend warrant or write to the Company's Share Transfer Agent, M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083 for issue of duplicate dividend warrant. Members who have not encashed dividend warrant for the financial year 2010-11 shall return the time barred dividend warrant / write well before 4th August, 2018 for issue of fresh dividend warrant.
8. Pursuant to Section 124 of the Companies Act, 2013 read with IEPF Rules, shares in respect of which dividends have not been encashed for seven consecutive years or more are required to be transferred to IEPF. The Company has sent notice to all the shareholders on 6th April, 2018 who have not claimed dividends for seven consecutive years and are lying unclaimed. Advertisement in newspapers in this respect has also been released in English language and in regional language Marathi on 12th April, 2018. List of the shareholders who have not

claimed the dividend for seven consecutive years is uploaded on the website of the Company. Shareholders are requested to claim the unclaimed dividends well before the due date .i.e. 4th August, 2018. If unclaimed dividends are not claimed by the shareholders, shares covered by such unclaimed dividends will be transferred to IEPF. It may be noted that no claim shall lie against the Company in respect of shares so transferred to IEPF and can be claimed from the IEPF Authority as per the procedure prescribed under IEPF Rules.

9. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members having shares in electronic form are therefore, requested to submit their PAN details to their depository participant. Members holding shares in physical form are required to submit their self attested copy of PAN card to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv).
10. Dividend in respect of shares held in dematerialized/ physical form shall be credited to the beneficial owner's bank account / shareholder'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.
11. SEBI vide its Circular dated 20th April, 2018, made it mandatory to incorporate Bank details in dividend warrants. Shareholders holding shares in physical or demat form and not provided the bank details are requested to submit the bank details alongwith original cancelled cheque leaf to the Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv). The cancelled cheque leaf shall have the shareholder's name printed on it. If cheque leaf does not contain the name of shareholder, then alongwith cancelled cheque leaf, shareholder is required to submit copy of bank passbook page / bank statement having the name of shareholder, address and bank account number, duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.
12. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholder. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly download the prescribed form from company's website and submit the same to Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv). Shareholders holding shares in dematerialised form, should write to their Depository Participant for the purpose.
13. Shareholders 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(iv) to consolidate their holdings in one folio.
14. Shareholders who are holding shares in physical form are requested to notify change in address, if any, to Company's Share Transfer Agent at the address mentioned hereinabove in Note 7(iv) quoting their folio number. Shareholders holding shares in dematerialised form, should intimate change of their address, if any, to their Depository Participant.

15. The route map showing directions to reach the venue of the 52nd AGM is annexed.

16. Procedure for voting through Electronic Means :

- I. In compliance with 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members 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 Wednesday, the 11th July, 2018 (9.00 a.m.) and ends on Friday, the 13th July, 2018 (5.00 p.m.) During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, the 7th July, 2018, 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. The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL’s e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL’s e-Voting system.

Step 1

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL by opening web browser and typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login details. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(for shareholders holding shares in demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Click on “Physical User Reset Password?” (for shareholders holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetan.maru@mantrimaru.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

17. Other information of e-voting

- I. 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 i.e. Saturday, the 7th July, 2018.
- II. 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. 7th July, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- III. 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, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper/ electronic voting system.
- IV. Mr. Chetan Maru, Chartered Accountant (Membership No.104522) Partner M/s.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.
- V. The Chairman of the Meeting shall at AGM venue, at the end of discussion 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.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 three days 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. 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 immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange Limited.

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

Name	Mr. B K. Birla
Age	97 Years
Nature of expertise	Industrialist
Name of the companies in which also holds directorship	1. Century Textiles & Industries Limited 2. Jay Shree Tea & Industries Limited 3. Kesoram Industries Limited 4. Pilani Investment & Industries Limited
Name of the companies in the committees of which also holds membership/ chairmanship	-
Other activities	Associated with charitable trusts & educational institutions.
No. of shares held in the Company.	71,360



CENTURY ENKA LIMITED

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CIN: L24304PN1965PLC139075

Tel. No. 020-66127300 / 27120423 Fax No. 020-27120113

Website: www.centuryenka.com E-mail: investor@centuryenka.com

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 52nd Annual General Meeting of the Company being held on Saturday, the 14th July, 2018 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

Note : The E-Voting starts from Wednesday, 11th July, 2018 at 9.00 A.M. and ends on Friday, 13th July, 2018 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 52nd AGM before exercising your vote. These details form an integral part of the **Notice for the 52nd AGM to be held on 14th July, 2018.**



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

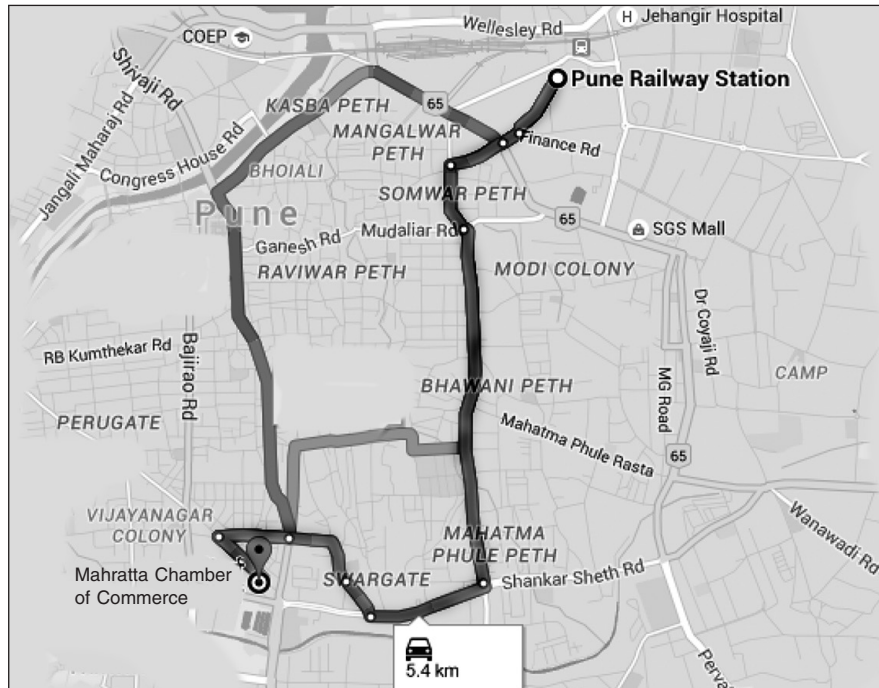
I/We, being the member(s) of shares of the above named company, hereby appoint:

- (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 52nd Annual General Meeting of the Company to be held on Saturday, the 14th July, 2018 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, 2018.		
2	Re-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	Ratification of appointment of M/s. Khimji Kunverji & Co. Chartered Accountants as Statutory Auditors of the Company from the conclusion of 52 nd Annual General Meeting until the conclusion of 53 rd Annual General Meeting.		
5	Ratification of remuneration of M/s. D.C. Dave & Co., Cost Accountants for the financial year ended 31 st March, 2018.		

Signed this day of 2018.

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 Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 52nd 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.