

**Proceedings of the Twenty-Seventh Annual General Meeting of the Company held on Monday, the 7<sup>th</sup> Day of September 2015 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700016**

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**PRESENT**

**1. DIRECTORS**

- i) Shri M.P. Jhunjhunwala
- ii) Shri Madan Gopal Todi
- iii) Shri R.K. Sharma
- iv) Shri Arun Kumar Hazra
- v) Smt. Suhita Mukhopadhyay

**2. MEMBERS**

190 persons of whom 185 Members in person and 5 in proxy were present at the Meeting. Among them, the under noted Companies were represented under due authorization.

| <u>Name of Company</u>                  |   | <u>Represented by</u> |
|---|---|-----------------------|
| 1. Century Aluminium Mfg. Co. Ltd.      | - | Shri Prajesh Tripathi |
| 2. Paramsukh Properties Pvt Ltd.        | - | Shri B.L. Sharma      |
| 3. Vintage Securities Ltd.              | - | Shri Raj Narayan De   |
| 4. Vintage Capital Markets Ltd.         | - | Shri Hemant Murarka   |
| 5. Jeco Exports & Finance Ltd.          | - | Shri Sachin Gupta     |
| 6. Atash Properties & Finance Pvt. Ltd. | - | Shri Laxmi Kant Parwa |
| 7. Kutir Udyog Kendra (I) Ltd.          | - | Shri S.C. Manna       |

**IN ATTENDANCE**

Shri J.K. Malpani, President

Smt. Sumana Raychaudhuri, Company Secretary & Compliance Officer

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**For CENTURY EXTRUSIONS LIMITED**

*Sumana Raychaudhuri*

Company Secretary &  
Compliance Officer



Shri Pradeep Agarwal, DGM (Finance & Accounts)

### **STATUTORY REGISTERS & REPORTS**

The prescribed Statutory Registers & Reports of the Company in accordance with the Companies Act, 2013 were placed before the Meeting and remained open and accessible to the Members for inspection during the meeting.

### **CHAIRMAN**

Shri M.P. Jhunjhunwala, being the Chairman of the Company occupied the chair

### **QUORUM**

The Chairman stated that the "requisite quorum" for commencing the proceedings of the Meeting were present. The quorum was present throughout the meeting.

### **CHAIRMAN'S SPEECH**

The Chairman welcomed the Members and other participants to the 27<sup>th</sup> Annual General Meeting of the Company. He then delivered the speech apprising Members of the financial performance of the Company during the year under review, i.e., the year ended on 31.03.2015.

### **NOTICE**

With the consent of the Members present, the Notice of the Meeting was taken as read.

### **AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT**

As per the provisions of Section 143 of the Companies Act, 2013 since the Auditors' Report did not contain any qualification, it was taken as read. Similarly, the Secretarial Audit Report was also without any qualification, hence it was also taken as read.



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**For CENTURY EXTRUSIONS LIMITED**

*Suman Raychoudhary*

Company Secretary &  
Compliance Officer

## **REMOTE E-VOTING AND BALLOT AT ANNUAL GENERAL MEETING**

### **(AGM)**

The Company was pleased to provide to its Members the facility of voting through electronic means through remote e-voting process. The Company had engaged Central Depository Services Pvt. Ltd. (CDSL) for facilitating e-voting in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. The E-voting process commenced on 4<sup>th</sup> September, 2015 at 9.00 A.M. and closed at 5.00 P.M. on 6<sup>th</sup> September, 2015. The Chairman also informed the Members that the Company had also made arrangements for voting at the AGM through Ballot for those Members who did not have access to e-voting. However, he further informed the Members present there that those Members who had opted for the e-voting facility were not entitled to vote through ballot.

### **The following Businesses were transacted vide Resolutions at the Meeting :**

**ITEM NO. 1 :** Ordinary Resolution to receive, consider and adopt the Profit & loss Account for the year ended 31<sup>st</sup> March, 2015 the Balance Sheet as on that date, and the Reports of the Directors and the Auditors thereon.

**Shri Sanjay Kumar Sett proposed the following resolution as an Ordinary Resolution which was seconded by Shri Radhe Shyam Sharma.**

The Chairman invited the members to offer their comments or ask questions on the working of the Company during the year under review. Thereafter, some Members spoke on the resolution and put forth a few queries. The Chairman replied to their queries and thanked the shareholders for their keen interest in the Company's working.

The Resolution would be put to vote by Ballot at the end of the Meeting.



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**ITEM NO. 2** : Ordinary Resolution to appoint a director in place of Shri Vikram Jhunjhunwala who retires by rotation and being eligible offers himself for re-appointment.

**Shri Satya Narayan Pal proposed the following resolution as an Ordinary Resolution which was seconded by Shri Prakash Mal Bothra.**

The Resolution would be put to vote by Ballot at the end of the Meeting.

**ITEM NO. 3** : Ordinary Resolution to appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**Shri Krishnendu Das proposed the following resolution as an Ordinary Resolution which was seconded by Shri Shyam Lal Rathi.**

The Resolution would be put to vote by Ballot at the end of the Meeting.

**ITEM NO. 4** : Ordinary Resolution to approve the remuneration of Cost Auditors, M/s. N. Radhakrishnan & Co. for Financial Year 2015-16 for audit of cost records of the Company.

**Shri Tapas Kumar Dutta proposed the following resolution as an Ordinary Resolution which was seconded by Shri Sunil Kumar Pal.**

The Resolution would be put to vote by Ballot at the end of the Meeting.

**ITEM NO. 5** : Ordinary Resolution to appoint Smt. Suhita Mukhopadhyay (DIN: 07144051) as a Woman Director

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to the Chairman. Summary of the voting results of all Resolutions based on the Scrutinizer's Report is as follows:

**Item No. 1: Ordinary Resolution**

Adoption of Profit & Loss A/c. for the financial year ended 31<sup>st</sup> March, 2015, the Balance Sheet as on that date and the Reports of Directors and Auditors thereon

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 4     | 12132    | 0.03 (approx.)  |
| Total             | 16                        | 36811056 | 56          | 4839658 | 72    | 41650714 | 100             |
| Abstain / Invalid | 1                         | 10       | 4           | 1200    | 5     | 1210     |                 |

Results: Resolution passed by requisite majority.

**Item No. 2 : Ordinary Resolution**

Re-appointment of Shri V. Jhunjunwala (DIN:00169833) who retires by rotation

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 5     | 12142    | 0.03 (approx.)  |
| Total             | 17                        | 36811066 | 56          | 4839658 | 73    | 41650724 | 100             |
| Abstain / Invalid | 1                         | 10       | 4           | 1200    | 4     | 1200     |                 |

Results: Resolution passed by requisite majority.

**Item No. 3 : Ordinary Resolution**

Appointment of M/s. ALPS & Co., Chartered Accountants as the Statutory Auditors and fixing of their remuneration

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 4     | 12132    | 0.03 (approx.)  |
| Total             | 16                        | 36811056 | 56          | 4839658 | 72    | 41650714 | 100             |
| Abstain / Invalid | 1                         | 10       | 4           | 1200    | 5     | 1210     |                 |

Results: Resolution passed by requisite majority.

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*Sunanda Raychaudhary*  
Company Secretary &  
Compliance Officer



**Item No. 4 : Ordinary Resolution**

Approval of remuneration of Cost Auditor of the Company for the financial year 2015-16

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 4     | 12132    | 0.03 (approx.)  |
| Total             | 16                        | 36811056 | 56          | 4839658 | 72    | 41650714 | 100             |
| Abstain / Invalid | 1                         | 10       | 4           | 1200    | 5     | 1210     |                 |

Results: Resolution passed by requisite majority.

**Item No. 5 : Ordinary Resolution**

Appointment of Smt. Suhita Mukhopadhyay (DIN: 07144051) as a Woman Director

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 4     | 12132    | 0.03 (approx.)  |
| Total             | 16                        | 36811056 | 56          | 4839658 | 72    | 41650714 | 100             |
| Abstain / Invalid | 0                         | 0        | 4           | 1200    | 5     | 1210     |                 |

Results: Resolution passed by requisite majority.

**Item No. 6 : Special Resolution**

Re-appointment of Shri M.P. Jhunjhunwala (DIN: 00169908) as Chairman &amp; Managing Director

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 14                        | 36799124 | 54          | 4839458 | 68    | 41638582 | 99.97 (approx.) |
| Dissent           | 2                         | 11942    | 2           | 200     | 5     | 12142    | 0.03 (approx.)  |
| Total             | 17                        | 36811066 | 56          | 4839658 | 73    | 41650724 | 100             |
| Abstain / Invalid | 0                         | 0        | 4           | 1200    | 4     | 1200     |                 |

Results: Resolution passed by requisite majority.

**Item No. 7 : Special Resolution**

Approval and adoption of new set of Articles of Association of the Company

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 Company Secretary &  
 Compliance Officer

| Particulars       | No. of votes contained in |          |             |         |       |          | Percentage (5)  |
|-------------------|---------------------------|----------|-------------|---------|-------|----------|-----------------|
|                   | Remote e-voting           |          | Ballot Form |         | Total |          |                 |
|                   | No.                       | Votes    | No.         | Votes   | No.   | Votes    |                 |
| Assent            | 15                        | 36799124 | 54          | 4839458 | 69    | 41638592 | 99.97 (approx.) |
| Dissent           | 2                         | 11932    | 2           | 200     | 4     | 12132    | 0.03 (approx.)  |
| Total             | 17                        | 36811056 | 56          | 4839658 | 73    | 41650724 | 100             |
| Abstain / Invalid | 0                         | 0        | 4           | 1200    | 4     | 1210     |                 |

Results: Resolution passed by requisite majority.

### **VOTE OF THANKS**

As there was no other business to transact, the Meeting concluded with a Vote of thanks to the Chair.



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*Suman Roychoudhury*  
**Company Secretary &  
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