

## CENTURY EXTRUSIONS LIMITED

(CIN: L27203WB1988PLC043705)

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### NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Century Extrusions Limited will be held on Monday, the 12th day of August, 2019 at 10:30 A.M. at Bharatiya Bhasha Parishad (Sitaram Seksaria Auditorium), 36A, Shakespeare Sarani, Kolkata-700017 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March 2019, the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.

#### SPECIAL BUSINESS

2. **Re-appointment of Shri Vikram Jhunjhunwala (DIN:00169833) as Chairman & Managing Director of the Company w.e.f. 12th February, 2019 upto 11th February, 2022.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions** :

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment/ modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Shri Vikram Jhunjhunwala (DIN: 00169833) as Chairman & Managing Director of the Company for

a period of three years effective from 12.02.2019 to 11.02.2022, on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

#### 1. Term of Appointment:

With effect from 12th February, 2019 to 11th February, 2022

#### 2. Remuneration:

So long as Shri. Vikram Jhunjhunwala performs his duties and confirms to the terms and conditions contained in this Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

Salary: Rs. 2,28,000/- per month.

Benefits, Perquisites, Allowances determined by the Board in terms of approval and recommendation given by the Nomination and Remuneration Committee at their meeting held on February 11, 2019.

Housing: Rent free accommodation or House rent allowance @ 40% of Salary

Medical reimbursement: Reimbursement of medical expenses to the extent of Rs. 15000/- per annum.

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**Leave Travel Concession:** Reimbursement of leave travel expenses incurred for self and family in accordance with the Rules of the Company upto a maximum of Rs.1,00,000/- per annum.

**Club Membership :** Annual subscription fees subject to a maximum of two clubs.

**Personal Accident Insurance :** Personal accident Insurance for an amount, annual premium of which does not exceed Rs.10,000/-.

**Gratuity :** Gratuity at the rate of half-month's salary for each completed year of service.

**Contribution to Provident Fund :** The Company's contribution to Provident Fund not exceeding 12% of salary.

**Leave :** Leave with full pay or encashment thereof as per the Rules of the Company.

**Explanation :** Perquisites shall be evaluated as per Income tax Rules, whenever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

**Conveyance Facilities :** The Company shall provide suitable vehicle. All the repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.

**Telephone, telex and other communication facilities:** The Company shall provide telephone, telefax and other communication facilities at the Managing Directors residence. The Company shall reimburse all the expenses incurred.

**Sitting Fees :** Shri. Vikram Jhunjunwala will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof. He will be reimbursed the entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the Board from time to time.

### **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service agreement of the Managing Director, the Company may continue to pay him remuneration by way of salary, perquisites and other allowances as specified above subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013

as may for the time being be in force, as minimum remuneration.

### **Remuneration from Two Companies:**

Shri. Vikram Jhunjunwala will get remuneration from two Companies, the approval of the shareholders is sought by way of a Special Resolution to fix the maximum limit as specified in Part II read with Part V of Schedule V of the Companies Act, 2013

### **Miscellaneous:**

Subject to the provisions of the Act, Shri. Vikram Jhunjunwala shall not retire as director by rotation till he continues to hold office of the Chairman & Managing Director.

His office of the Chairman & Managing Director will come to an end if he ceases to hold office as director for any reason.

While he holds the office of Chairman & Managing Director or at any time thereafter Shri. Vikram Jhunjunwala will not reveal to any person, or use for his own or somebody else's benefit, any confidential information concerning Company's business or affairs or any trade secrets or processes of the Company and also use his best endeavors to prevent any other person from doing so.

This Agreement contains the entire understanding between the Parties and supersedes all previous written or oral agreements, arrangements, representations, and understandings (if any) relating to the subject matter hereof. Parties confirm that they have not entered into this Agreement upon the basis of any representations that are not expressly incorporated into this Agreement. Neither oral explanation nor oral information given by any Party shall alter or affect the interpretation of this Agreement.

**RESOLVED FURTHER THAT** Shri Vikram Jhunjunwala (DIN: 00169833) Chairman & Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context

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or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

### 3. To approve the Re-appointment of Shri Madan Gopal Todi (DIN: 00112568) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Madan Gopal Todi(DIN:00112568) whose current period of office is expiring on 4th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 5th September, 2019 upto 4th September, 2024;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

("Amendment Regulations, 2018"), Shri Madan Gopal Todi(DIN 00112568) on attaining the age of 75 (seventy five) years, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

### 4. To approve the Re-appointment of Shri Raj Kumar Sharma (DIN:02813585) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Raj Kumar Sharma (DIN: 02813585) whose current period of office is expiring on 4th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in

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respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 5th September, 2019 upto 4th September, 2024;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. **To approve the Re-appointment of Shri Arun Kumar Hajra (DIN:05300348) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Arun Kumar Hajra (DIN:05300348) whose current period of office is expiring on 4th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice

in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 5th September, 2019 upto 4th September, 2024.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

6. **Appointment of Shri Rajib Mazumdar (DIN: 08508043) as a Non-Executive-Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 152 read with relevant rule and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Shri Rajib Mazumdar (DIN:08508043) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office is liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds,

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matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

### 7. Ratification of remuneration of Cost Auditors for the Financial Year 2019-20.

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other Rules framed there under, payment of remuneration of 25,000/- plus out of pocket expenses and applicable taxes to M/s. N. Radhakrishnan & Co., having office at 11A, Dover Lane, Flat B 1/34, Kolkata 700029, appointed by the Board of Directors of the Company for carrying out Cost Audit of the Company for financial year 2019-20, be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

**By order of the Board of Directors  
For Century Extrusions Limited**

**Rohit Kumar**

*Company Secretary*

**Place :** Kolkata

**Dated :** 22.05.2019

ACS: 37781

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 06.08.2019 to 12.08.2019 (Both days inclusive) for AGM.
3. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members, who hold the shares in de-materialized form, are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. Members who hold shares in physical form are requested to notify any change in their address/mandate/bank details/e-mail address to M/s C. B. Management Services Pvt. Ltd, the Registrar and Share Transfer Agents of the Company and always quote their Folio Number in all correspondence with the Company.
7. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses as mentioned under Item Nos.2 to 6 of the Notice are annexed hereto.
9. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
10. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent.
11. Members are requested to register their e-mail addresses with the Company / Depository Participant to enable us to send you the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.

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12. Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
13. The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.
14. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be available for inspection by the members at the Annual General Meeting.
17. The board of director of the company has proposed to appoint one executive director of the company who will be liable to retire by rotation.
18. SEBI vide its circular dated 20th April 2018 has made it mandatory for the Bank to collect copy of Income Tax Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Accordingly, all Shareholders holding shares in physical form are requested to submit to C. B. Management (RTS), the said documents duly attested.

**19. The instructions for e-voting are as under:**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means. Voting rights shall be reckoned on the number of shares registered in the names of the shareholders

as on 05.08.2019. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. The e-voting procedure is given hereunder:

- (i) The voting period begins on 09th August, 2019 at 9.00 A.M. And ends on 11th August, 2019, at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 05th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
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	<ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Century Extrusions Limited> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:-**

1. The E-voting rights of the shareholders / beneficial owners shall be reckoned on the paid-up value of equity shares held by them as on August 05, 2019.
2. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 05, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Issuer/RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)
3. Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner, whose e-mail address is [echhaparia.associates@gmail.com](mailto:echhaparia.associates@gmail.com)
4. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.centuryextrusions.com](http://www.centuryextrusions.com) and on the website of CDSL and to the Stock Exchanges on which the shares of the Company are listed within two (2) days of passing of the resolutions at the AGM of the Company.

By order of the Board of Directors  
For **Century Extrusions Limited**

Place: Kolkata  
Dated: 22.05.2019

**Rohit Kumar**  
Company Secretary  
ACS: 37781

**ANNEXURE TO NOTICE****I) Explanatory Statements pursuant to Section 102 of the Companies Act, 2013**

As required under section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all materials facts relating to the special business set out in Item No. 2 and 6 of the accompanying Notice Dated May 22, 2019.

**Item No. 2**

Shri Vikram Jhunjunwala, aged 54 years, is a Commerce Graduate and has been working as Director of the Company since March 1989. Shri Vikram Jhunjunwala has been Director of the Company for over 20 years. With his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjunwala, with his vision and sheer dedication, who was well-versed in understanding Aluminium extrusions industry, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. He was Chairman of Corporate Social Responsibility Committee. He was also a member in Stakeholders Relationship Committee. He was Son of Late Madhab Prasad Jhunjunwala and husband of Smt. Moulshree Jhunjunwala. As on 31st March, 2019, he was holding 2995333 Nos. of shares (3.74% of total shares of the company).

Shri Vikram Jhunjunwala was appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company at the 28th Annual General Meeting held on 05th September, 2016 for a period of 3 years w.e.f. 12 February, 2016 and his term has expired on 11 February, 2019.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 11th February, 2019, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Vikram Jhunjunwala in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Vikram Jhunjunwala as Chairman & Managing Director of the Company for further period of 3 years w.e.f. 12th February, 2019 to 11th February, 2022, on the terms and conditions as set out in this item of the Notice and as enumerated in the Agreement dated 12th February, 2019 entered into between the Company and



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Shri Vikram Jhunjhunwala.

Shri Vikram Jhunjhunwala satisfied all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Vikram Jhunjhunwala as Chairman & Managing Director of the Company w.e.f. 12th February, 2019 to 11th February, 2022.

A Copy of Agreement entered into between the Company and Shri Vikram Jhunjhunwala for re-appointment of his terms is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

None of the Directors, key managerial personnel and their relatives except Shri Vikram Jhunjhunwala is interested, financially or otherwise in the above Resolution.

### Item No. 3

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Shri Madan Gopal Todi was appointed as an Independent Director of the Company for a term upto 04th September, 2019. Since, Shri Madan Gopal Todi will complete his initial term as an Independent Director of the Company on 04th September, 2019, he is eligible for re-appointment for one more term.

He is the Chairman of Stakeholders Relationship Committee of the Company. He is also a Chairman of Audit Committee, Nomination and Remuneration Committee and member in Corporate Social Responsibility Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members

by passing a special resolution to that effect". Shri Madan Gopal Todi has attained the age of 75 years and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Madan Gopal Todi (DIN 00112568) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 05th September, 2019 upto 04th September, 2024 who has also attained the age of 75 (seventy five) years during the above term of re-appointment, the continuation of such appointment for 5 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. Further Shri Madan Gopal Todi shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri M. G. Todi, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Madan Gopal Todi confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Madan Gopal Todi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Madan Gopal Todi to be

## Notice (Contd.)

re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Shri Madan Gopal Todisetting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Madan Gopal Todias an Independent Director of the Company.

Except Shri Madan Gopal Todi, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

### Item No. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Shri Raj Kumar Sharma (DIN 02813585) was appointed as an Independent Director of the Company for a term upto 04th September, 2019. Since, Shri Raj Kumar Sharma (DIN 02813585) will complete his initial term as an Independent Director of the Company on 04th September, 2019, he is eligible for re-appointment for one more term.

He is a member of a member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act,

2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Raj Kumar Sharma (DIN 02813585) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 05th September, 2019 upto 04th September, 2024. Further Shri Raj Kumar Sharma (DIN 02813585) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Raj Kumar Sharma (DIN 02813585), being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Raj Kumar Sharma (DIN 02813585) confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Raj Kumar Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Raj Kumar Sharma (DIN 02813585) to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Shri Raj Kumar Sharma setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would

## Notice (Contd.)

be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Raj Kumar Sharma (DIN 02813585) as an Independent Director of the Company.

Except Shri Raj Kumar Sharma, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

### Item No. 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Shri Arun Kumar Hajra (DIN 05300348) was appointed as an Independent Director of the Company for a term upto 04th September, 2019. Since, Shri Arun Kumar Hajra (DIN 05300348) will complete his initial term as an Independent Director of the Company on 04th September, 2019, he is eligible for re-appointment for one more term.

He is a member of Stakeholders Relationship Committee of the Company. He is also a member of Audit Committee, Nomination and Remuneration Committee and member in Corporate Social Responsibility Committee of the Company. As on 31st March, 2019, he does not hold any shares of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect Shri Arun Kumar Hajra (DIN 05300348) has attained the age of 75 years and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification

of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Arun Kumar Hajra (DIN 05300348) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 05th September, 2019 upto 04th September, 2024. who has also attained the age of 75 (seventy five) years during the above term of re-appointment, the continuation of such appointment for 5 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018. Further Shri Arun Kumar Hajra (DIN 05300348) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Shri Arun Kumar Hajra (DIN 05300348), being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Shri Arun Kumar Hajra (DIN 05300348) confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

**Arun Kumar Hajra** (DIN 05300348) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Shri Arun Kumar Hajra (DIN 05300348) to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Shri Arun Kumar Hajra (DIN 05300348) setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under

## Notice (Contd.)

Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Arun Kumar Hajra (DIN 05300348) as an Independent Director of the Company.

Except Shri Arun Kumar Hajra (DIN 05300348), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

### Item No. 6

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Shri Rajib Mazumdar be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation. The appointment of Shri Rajib Mazumdar shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing proposing the candidature of Shri Rajib Mazumdar for the office of Director of the Company. Shri Rajib Mazumdar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

### Brief Resume of Shri Rajib Mazumdar

Shri Rajib Mazumdar has done Bachelors of Commerce in Accounts Honors from St. Xavier's College, Kolkata also Certified Associates, Indian Institute of Bankers (CAIB-Inter).

Experience/Expertise in specific functional areas: Shri Rajib Mazumdar aged about 60 years and has been working as Deputy General Manager, Head of Personal Banking Business Unit, Local head office-SBI Kolkata, Deputy General Manager, BPR Department, SBI Corporate Centre, Mumbai, Worked as Regional Manager in Regional Business Office, Kharagpur-Midnapore District heading a cluster of 53 branches from October 2010-May 2012, with his rich experience/Expertise in the field of Retail Banking, Marketing and Sales, relationship Banking, Cross selling Products Marketing.

### Shareholding in the Company: NIL.

Keeping in view her vast past expertise, it will be in the interest of the Company that Shri Rajib Mazumdar is appointed as a Non-Executive Director of the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to avail services of Shri Rajib Mazumdar as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rajib Mazumdar as a Non-Executive Director, for approval by the shareholders of the Company. Copy of the draft letter for appointment of Shri Rajib Mazumdar as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Directors recommend the Resolution for your approval.

### Item No. 7

The Board on the recommendation of Audit Committee, has approved the appointment of M/s. N. Radhakrishnan & Co., the Cost Auditors, to conduct the audit of cost records of the Company for the financial year 2019-20 at a consolidated remuneration of Rs. 25000/- (excluding applicable taxes) to be paid to and they shall also be entitled to re-imbusement of out of pocket expenses as may be incurred by them, if any, during the course of their assignment. Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with such other provisions under applicable law, the remuneration payable to the Cost Auditors would require subsequent ratification from the members of the Company.

None of the Directors or Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends passing of the resolution under Item no. 7 of the notice as an Ordinary Resolution.

## II. DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS - 2) BY ICSI:

(I) Re-appointment of Shri Vikram Jhunjunwala

## Notice (Contd.)

(DIN:00169833) as Chairman & Managing Director of the Company (ITEM NO.2)

Shri Vikram Jhunjhunwala, aged 54 years, is a Commerce Graduate and has been working as Director of the Company since March 1989. Shri Vikram Jhunjhunwala has been Director of the Company for over 20 years. With his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjhunwala, with his vision and sheer dedication, who was well-versed in understanding Aluminium extrusions industry, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. He is Chairman of Corporate Social Responsibility Committee. He is also a member in Stakeholders Relationship Committee of the company.

Shri Vikram Jhunjhunwala is not the Chairman and members of any Committee of any other listed company.

Additional information in respect of Shri Vikram Jhunjhunwala, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Shri Vikram Jhunjhunwala hold 2995333 Nos. of shares (3.74% of total shares of the company) as on 31.03.2019).

Shri Vikram Jhunjhunwala is not related to any other directors of the company.

The Board recommends the Resolution in relation to re-appointment of Shri Vikram Jhunjhunwala as a Chairman & Managing Director, for the approval by the Members of the Company.

Except Shri Vikram Jhunjhunwala being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.2 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

(II) Re-appointment of Shri Madan Gopal Todi (DIN: 00112568) as an Independent Director of the Company (ITEM NO.3)

Shri Madan Gopal Todi, aged 78 years, is a Commerce Graduate and a Chartered Accountant has been working as Director of the Company since January 2006. Shri

Madan Gopal Todi, has been Director of the Company for over 13 years. With his rich experience in the field of Aluminium extrusions industry.

Shri Madan Gopal Todi, with his vision and sheer dedication, who was well-versed in understanding Aluminium extrusions industry, he had been actively involved in business strategy. He is Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. He is also a member in Corporate Social Responsibility Committee of the company.

Shri Madan Gopal Todi is not the Chairman and members of any Committee of any other listed company.

Additional information in respect of Shri Madan Gopal Todi, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Shri Madan Gopal Todi hold no shares of the company as on 31.03.2019.

Shri Madan Gopal Todi is not related to any other directors of the company.

The Board recommends the Resolution in relation to re-appointment of Shri Madan Gopal Todi as a Chairman & Managing Director, for the approval by the Members of the Company.

Except Shri Madan Gopal Todi being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

(III) Re-appointment of Shri Raj Kumar Sharma (DIN:02813585) as an Independent Director of the Company (ITEM NO.4)

Shri Raj Kumar Sharma, aged 70 years, is a BSC (engineering) & PGDM has been working as Director of the Company since October 2009. Shri Raj Kumar Sharma, has been Director of the Company for over 10 years. With his rich experience in the field of Aluminium extrusions industry.

He is member of Nomination & Remuneration Committee and is also a member in Corporate Social Responsibility Committee of the company.

Shri Raj Kumar Sharma is not the Chairman and members of any Committee of any other listed company.

## Notice (Contd.)

Additional information in respect of Shri Raj Kumar Sharma, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Shri Raj Kumar Sharma holding no shares of the company as on 31.03.2019.

Shri Raj Kumar Sharma is not related to any other directors of the company.

The Board recommends the Resolution in relation to re-appointment of Shri Raj Kumar Sharma as a Chairman & Managing Director, for the approval by the Members of the Company

Except Shri Raj Kumar Sharma being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.4 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

(IV) Re-appointment of Shri Arun Kumar Hajra (DIN:05300348) as an Independent Director of the Company (ITEM NO.5)

Shri Arun Kumar Hajra, aged 80 years, is a Bachelor in English and MBA has been working as Director of the Company since May 2012. Shri Arun Kumar Hajra, has been Director of the Company for over 8 years with his rich experience in the field of Aluminium Extrusions Industry.

He is member of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and is also a member in Corporate Social Responsibility Committee of the company.

Shri Arun Kumar Hajra is not the Chairman and members of any Committee of any other listed company.

Additional information in respect of Shri Arun Kumar Hajra, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2018 - 19 under the Section 'Report on Corporate Governance'. Shri Arun Kumar Hajra hold no shares of the company as on 31.03.2019.

Shri Arun Kumar Hajra is not related to any other directors of the company.

The Board recommends the Resolution in relation to re-appointment of Shri Arun Kumar Hajra as a Chairman & Managing Director, for the approval by the Members of the Company

Except Shri Arun Kumar Hajra being an appointee, none

of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.5 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

(V) Appointment of Shri Rajib Mazumdar (DIN:08508043) as an as Non-Executive Director of the Company (ITEM NO.6)

For the details of Shri Rajib Mazumdar, please refer to the above explanatory statement in respect of the Special Business set out at Item No. 6 of the Notice of Annual General Meeting pursuant to Section 102 of the Act.

Except Shri Rajib Mazumdar being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

By order of the Board of Directors  
For **Century Extrusions Limited**

Place: Kolkata  
Dated: 22.05.2019

**Rohit Kumar**  
Company Secretary  
ACS: 37781