

## NOTICE

### Century Extrusions Limited

(CIN : L27203WB1988PLC043705)

Regd. Office: 113, Park Street,  
N Block, 2<sup>nd</sup> Floor, Kolkata – 700016

Phone: +91 33 2229 1012/1291, Fax: +91 33 2249 5656

Email: century@centuryextrusions.com, Website: www.centuryextrusions.com

**NOTICE is hereby given that the TWENTY SEVENTH Annual General Meeting of the Members of Century Extrusions Limited will be held on 7<sup>th</sup> day of September, 2015 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 31<sup>st</sup> March, 2015, the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. V. Jhunjunwala (DIN : 00169833) son of Mr. M.P. Jhunjunwala, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration and in this connection to pass the following Resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the ordinary resolution passed by the members at the 26<sup>th</sup> Annual General Meeting of the Company and the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. ALPS & Co., Chartered Accountant, having Firm’s Registration No. 313132E be and is hereby appointed as the Statutory Auditor of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting to be held in the year 2016, i.e., the 28<sup>th</sup> AGM, at such remuneration as may be approved by the Board of Directors.”

4. To approve the remuneration of Cost Auditors (Rs.12500/- per annum) of the Company for financial year 2015-16 for audit of cost records of the Company.

#### SPECIAL BUSINESS

5. To appoint Mrs. Suhita Mukhopadhyay (DIN : 07144051) as a Woman Director and in this regard to consider and

if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof) for the time being in force and Clause 49 of the Listing Agreement, Mrs. Suhita Mukhopadhyay (DIN:07144051), who holds office as an Additional Director of the Company upto the date of the Annual General Meeting in terms of Section 161 of the Act and who qualifies for being appointed as a Woman Director in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director for a term of 5 (five) consecutive years up to the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company in the calendar year 2020, not being liable to retire by rotation”.

6. To re-appoint Mr. M.P. Jhunjunwala (DIN: 00169908) as Chairman & Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 196 and 197, and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act, as amended and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals, and which the Board of Directors is hereby authorized to accept, the Company hereby accords its consent and approval to the re-appointment of Mr. Madhab Prasad Jhunjunwala who would attain the age of seventy-six years on 10.10.2015, as Chairman



and Managing Director of the Company for a period of three years w.e.f. 21<sup>st</sup> August, 2015 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

“RESOLVED FURTHER THAT Mr. M.P. Jhunjhunwala shall be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purposes of or on behalf of the Company.

“RESOLVED FURTHER THAT the Company do execute a suitable agreement with Mr. M.P. Jhunjhunwala, incorporating the terms and conditions for the aforesaid period.”

7. To approve and adopt the Articles of Association of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of the Articles of Association which is placed before the Members at this meeting duly initialed by Mr. M.P. Jhunjhunwala, Chairman & Managing Director for the purpose of identification, be and is hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

By order of the Board  
**Sumana Raychaudhuri**  
Company Secretary

Kolkata  
Dated: 2.07.2015

**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 HIMSELF 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 1<sup>st</sup> September, 2015 to 7<sup>th</sup> September, 2015 (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. 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.
5. Members who hold shares in physical form are requested to notify any change in their address to the Registrar and Share Transfer Agents of the Company and always quote their Folio Number in all correspondence with the Company.
6. Re-appointment of Directors:  
Brief particulars of the Directors of the Company proposed to be appointed or re-appointed at the ensuing Annual General Meeting are given in the annexure.
7. A Statement required under Section 102(1) of the Companies Act, 2013 in respect of the businesses as mentioned under Item Nos. 2 and 5 of the Notice is annexed hereto.
8. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. 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.

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**Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 2 and 5**

Mr. Vikram Jhunjhunwala being a Non-Executive Director is

liable to retire by rotation and offers himself for re-appointment at this Annual General Meeting.

According to Section 149 of the Companies Act, 2013 every listed public company shall have at least one Woman Director on the Board of Directors of every listed company. Hence, the Board of Directors vide Resolution passed by circulation dated 31.03.2015 has appointed Mrs. Suhita Mukhopadhyay as an Additional Director on the Board of the Company, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Our company is of the opinion that the above-mentioned Woman Director fulfills the conditions specified in the Act regarding her appointment. A brief particular of the Director who is proposed to be appointed as Woman Director is annexed herewith in the Annexure I to this Notice.

Our Board has recommended for approval of shareholders under Agenda Item No. 5 of the accompanying Notice of AGM, the classification of the aforesaid Director as Woman Director pursuant to Section 149 of the Companies Act, 2013 read with Rules made there under, and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, with their respective term to hold office for 5 (five) consecutive years commencing from the date of this Annual General Meeting and continuing till the conclusion of the Annual General Meeting in the calendar year 2020.

None of the Directors and Key Managerial Personnel and their relatives are interested or concerned, financial or otherwise in the Resolutions set out under Item Nos. 2 and 5 of the accompanying Notice. None of the Directors are related inter-se to each other.

#### **Item No. 6**

The present term of Mr. Mabhhab Prasad Jhunjunwala as Chairman cum Managing Director (CMD) expires on 20<sup>th</sup> August, 2015. The Board of Directors have now re-appointed Mr. M.P. Jhunjunwala as the Managing Director for a further period of 3 years effective 21.08.2015 to 20.08.2018, subject to the approval of the Members at this Annual General Meeting.

The Board has (based on recommendation of the

Nomination & Remuneration Committee) also approved the remuneration and perquisites payable to Mr. Jhunjunwala as the Chairman & Managing Director. The remuneration and perquisites are in consonance with the provisions of clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of terms and conditions of the Agreement and Memorandum of concern or interest under Section 196 and 197 of the Companies Act, 2013.

Since, Mr. Jhunjunwala would attain the age of 76 years on 10.10.2015, the approval of the shareholders is sought by way of a Special Resolution as required under Schedule V of the Companies Act, 2013.

The re-appointment of Mr. Madhab Prasad Jhunjunwala as Chairman and Managing Director of the Company for a period of three years w.e.f. 21<sup>st</sup> August, 2015 is pursuant to the existing terms and conditions as set out below:

#### **Remuneration:**

- a) Rs.1, 83,000/- per month.

#### **PART A**

##### **b) Perquisites**

- (i) **Housing:** Rent-free furnished accommodation / House Rent Allowance @40% of basic salary.
- (ii) **Medical Reimbursement:** Reimbursement of medical expenses to the extent of Rs. 15,000/- p.a.
- (iii) **Leave Travel Concession:** Reimbursement of all travel expenses incurred for self and family in accordance with the Rules of the Company upto a maximum of Rs. 1,00,000/- p.a.
- (iv) **Club Membership:** Annual subscription fees subject to a maximum of two clubs.
- (v) **Personal Accident Insurance:** Personal accident insurance for an amount, annual premium of which does not exceed Rs. 10,000/-.

#### **PART B**

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



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

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

**c) Amenities**

(i) **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.

(ii) **Telephone, telex and other communication facilities:** The Company shall provide telephone, telex and other communication facilities at the Managing Director's residence. The Company shall reimburse all the expenses incurred in this respect.

**Sitting Fees:**

Mr. M.P. Jhunjhunwala 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.

**II. 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 above, as per provisions of Part II of Schedule V of Companies Act, 2013 as may for the time being in force, as minimum remuneration.

The details required in a Statement as per clause (A) (iv) of Section II of Part II of Schedule V to the Act are as here under:

1	<b>Nature of Industry</b>	The Company is engaged in manufacture of Aluminium extruded products at its factory located at Kharagpur in West Bengal
2	<b>Date of commencement of commercial production</b>	The Company has commenced commercial production in 1991 with two extrusion press lines of 900MT and 1620 MT press capacities. The company has also installed a new 2700 MT Press Line which has enhanced the annual extrusion manufacturing capacity from 7500 MT to 15000 MT per annum. The expansion project after completion commenced production in August, 2009. The Company has commenced commercial production of Power Transmission & Distribution Hardware in July, 2008.
3	<b>In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus</b>	Not Applicable in case of an existing Company
4	<b>Financial Performance</b>	The Company has reported moderate financial and operating performance during the year under review. The Company achieved a sales turnover of Rs. 194 crores as against Rs. 213 crores in the previous financial year recording a decrease of 8.9%.
5	<b>Export performance and net foreign exchange collaboration</b>	The Company has not achieved much success in its efforts to enter the exports market. The Company has no foreign collaborations at present.

### INFORMATION ABOUT THE APPOINTEE

1	Background details	Mr. Jhunjhunwala aged about 76 years is an Arts Graduate and has been working as Managing Director of the Company since March 1989.														
2	Past Remuneration	Mr. Jhunjhunwala was paid a remuneration (salary + perquisite) of Rs. 35.12 lacs in the year 2014-15 with a Basic Salary of Rs.1,83,000/- p.m. plus perquisites.														
3	Recognition or awards	Mr. Jhunjhunwala has not received any awards or recognition.														
4	Job Profile & his suitability	As Chairman & Managing Director of the Company Mr. Jhunjhunwala will be overall in-charge of the entire state of affairs of the Company. Mr. Jhunjhunwala has been Managing Director of the Company for over 26 years. With his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company, he is well-suited to be re-appointed as a Managing Director for a further period of 3years.														
5	Remuneration Proposal	The Remuneration proposed to be paid to Mr. Jhunjhunwala is Rs. 1, 83,000/- p.m. including perquisites and allowances as set out in details in the Resolution.														
6	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	The proposed remuneration is commensurate with the current industry norms. Most of the units in the Aluminium Industry are closely held and therefore, information regarding remuneration paid in such companies is not publicly available														
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<p>Mr. Vikram Jhunjhunwala, son of Mr. M.P. Jhunjhunwala is a Non-executive Director in the Company. Transactions with parties related to Mr. M.P. Jhunjhunwala during the year 2014-15 were as follows:</p> <table border="1"> <thead> <tr> <th><u>Nature of transaction</u></th> <th><u>Amt. (in Rs. Lacs)</u></th> </tr> </thead> <tbody> <tr> <td>Purchase of Goods</td> <td>60</td> </tr> <tr> <td>Sale of goods</td> <td>434</td> </tr> <tr> <td>Rent paid</td> <td>34</td> </tr> <tr> <td>Other deposits</td> <td>65</td> </tr> <tr> <td>Sale of Fixed Assets</td> <td>—</td> </tr> <tr> <td>Purchase of Fixed Assets</td> <td>—</td> </tr> </tbody> </table> <p>None of the managerial personnel in the Company are related to Mr. M.P. Jhunjhunwala.</p>	<u>Nature of transaction</u>	<u>Amt. (in Rs. Lacs)</u>	Purchase of Goods	60	Sale of goods	434	Rent paid	34	Other deposits	65	Sale of Fixed Assets	—	Purchase of Fixed Assets	—
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Purchase of Goods	60															
Sale of goods	434															
Rent paid	34															
Other deposits	65															
Sale of Fixed Assets	—															
Purchase of Fixed Assets	—															

### OTHER INFORMATION

#### Reason of loss or inadequate profits. Steps taken or proposed to be taken for improvement. Expected increase in productivity and profits in measurable terms.

Due to general economic slowdown increase in interest ratio and cost of furnace oil and electricity, the Company was unable to earn adequate profits.

As the domestic economy improves with softening of interest rates, the Company expects to improve higher sales with better margins.

The Company continually invests in upgradation of technology for cost reduction and improved performance. The Company is investing in modernization of its equipments to achieve better operating margins.

### DISCLOSURES

Remuneration package offered to Mr. M.P. Jhunjhunwala is as per the proposed resolution.

Other disclosures have been given in the Corporate Governance Report attached to the Board of Directors' Report.

The Board recommends passing of the same

None of the Directors is concerned or interested in the resolution except Mr. Vikram Jhunjhunwala, son of Mr. M.P. Jhunjhunwala.



**Pursuant to Section 108 of the Companies Act, 2013 and 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 27th 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 31.08.2015. 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 4<sup>th</sup> September, 2015 at 9.00A.M. and ends on 6<sup>th</sup> September, 2015 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 31<sup>st</sup> August, 2015 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><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><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)	<p>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.</p> <ul style="list-style-type: none"><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) **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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) 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).

2. **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 31<sup>st</sup> August, 2015.**
3. **Mr. Mohan Ram Goenka (FCS 4515, C.P. No. 2551), Practicing Company Secretary 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 [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com).**
4. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith 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 three (3) days after the date of the AGM of the Company.



## Annexure-1

### BRIEF PARTICULARS OF DIRECTORS PROPOSED FOR APPOINTMENT/ REAPPOINTMENT

	I	II
<b>Name of Director</b>	<b>MR. VIKRAM JHUNJHUNWALA</b>	<b>MRS. SUHITA MUKHOPADHYAY</b>
<b>Date of Birth</b>	05.05.1965	04.10.1974
<b>Date of Appointment</b>	21.03.1996	31.03.2015
<b>Expertise</b>	20 years experience in Aluminum Industry	12 years of experience in secretarial and legal department of various concerns
<b>Qualification</b>	Commerce Graduate	B.Com, ACS
<b>List of Companies in which Outside directorships held as on 31.03.2015</b>	1. Century Aluminum Mfg. Co. Ltd. – Executive Director 2. Vintage Capital Markets Ltd. – Director 3. Camco Multi Metal Ltd. – Director	1. Royal Infraconstru Ltd. – Independent Director 2. Vintage Securities Ltd. – Independent Director
<b>Chairman/Member of the Committees of the Board of the other Companies on which he is a Director as on 31<sup>st</sup> March, 2015</b>	1. Century Aluminum Mfg. Co. Ltd, – Share Transfer Committee - Member – Audit Committee - Member – Nomination & Remuneration Committee-Member	None

## GREEN INITIATIVE

Name Of the Company : .....

Name Of the First Shareholder : .....

Address : .....

Pin Code : .....

Folio No. / Client Id/Dp ID : .....

Mode of Holding : Physical Demat : .....

Email Id : .....

Mobile No. : .....





## CENTURY EXTRUSIONS LIMITED

(CIN : L27203WB1988PLC043705)

Regd. Office: 113, Park Street, N Block, 2<sup>nd</sup> Floor, Kolkata – 700016

Phone: +91 33 2229 1012/1291, Fax: +91 33 2249 5656

Email: century@centuryextrusions.com, Website: www.centuryextrusions.com

### ATTENDANCE SLIP

I / we hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting of the Company at “Bharitya Bhasha Parishad, Shakespeare Sarani, Kolkata - 700 017 at 10.30 A.M. on Monay, the 7<sup>th</sup> day of September, 2015.

Regd. Folio No./DP ID & Client ID* No.	:	
Name and Address of the Member/Shareholder	:	
No. of Shares held	:	

(\* Applicable for investor holding shares in electronic form)

SIGNATURE OF THE MEMBER	_____
NAME OF THE PROXY	_____
SIGNATURE OF THE PROXY	_____

### NOTES:

1. Kindly sign and hand over the Attendance Slip at the entrance of the meeting venue.
2. Shareholder/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
3. The electronic voting particulars are set out below:

EVSN (E-Voting Sequence No.)	User ID	PAN / Sequence No.

Please refer to the attached AGM Notice for instructions on E-Voting.

4. E-Voting facility is available during the following period:

Commencement of E-Voting	End of E-Voting
September 4, 2015 at 9.00 A.M.	September 6, 2015 at 5.00 P.M.





CENTURY EXTRUSIONS LIMITED

(CIN : L27203WB1988PLC043705)
Regd. Office: 113, Park Street, N Block, 2nd Floor, Kolkata – 700016
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PROXY FORM

Form box containing fields for Regd. Folio No./DP ID & Client ID\* No., Name of the Registered Holder Address, and No. of Shares.

(\* Applicable for investor holding shares in electronic form)

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

- (1) Name..... Address.....
Email Id..... Signature.....or failing him
(2) Name..... Address.....
Email Id..... Signature.....or failing him
(3) Name..... Address.....
Email Id..... Signature.....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 7th September, 2015 and any adjournment thereof.

Table with 2 columns: Sl. No and RESOLUTIONS. Rows include Ordinary Business (Items 1-4) and Special Business (Items 5-7).

Signature of Registered Holder

Affix revenue stamp here

Note :

- 1. The proxy must be returned so as to reach the Registered Office of the Company at 113, Park Street, 'N' Block, 2nd Floor, Kolkata- 700016, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.



## **CENTURY EXTRUSIONS LIMITED**

### **BOARD OF DIRECTORS**

M G Todi  
V K Mushran  
R K Sharma  
A K Hajra  
Suhita Mukhopadhyay  
Vikram Jhunjhunwala  
M P Jhunjhunwala-Chairman & Managing Director

### **COMPANY SECRETARY**

Sumana Raychaudhuri

### **AUDITORS**

A L P S & CO.  
Chartered Accountants  
310, Todi Chambers  
2, Lalbazar Street  
Kolkata-700001

### **COST AUDITORS**

N Radhakrishnan & Co.  
Cost Accountants  
11A, Dover Lane  
Kolkata-700029

### **REGISTRAR & SHARE TRANSFER AGENTS**

C B Management Services Pvt. Ltd.  
P-22, Bondel Road, Kolkata-700019

### **BANKERS**

State Bank of India  
Axis Bank Limited  
Yes Bank Limited

### **REGISTERED OFFICE**

113, Park Street, 'N' Block  
2nd Floor, Kolkata-700016

### **WORKS**

WBIIIDC Industrial Growth Centre  
Plot No. 7A, Sector-B  
P.O. Rakhajungle, Pin-721301  
Nimpura, Kharagpur  
Dist. West Midnapore (WB)



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Dear Members,

**We are pleased to present the 27th Annual Report of the Company for the year 2014 - 2015.**

### **Growth of the Indian economy**

The world economy grew at a faster pace in 2014-15 as modest revival in the Euro zone and pick up in India aided in off-setting slowdowns in China and Japan. According to the Organization for Economic Cooperation and Development (OECD), the gross domestic output of the Group of 20 largest economies (G-20), which accounts for more than 90% of world economic output, expanded to 3.4% in 2014-15 as compared to 3.2% in 2013-14.

According to World Economic Surveys conducted by International Monetary Fund (IMF), acute risks have decreased, but risks have not disappeared. In the United States the recovery seems solidly grounded. Geopolitical risks have arisen, although they have not yet had global macroeconomic repercussions.

Potential growth in many advanced economies is still low, this is bad on its own, but it also makes fiscal adjustments more difficult. Global activity in many developed economies have strengthened and improved further in 2014-15 compared to 2013-14. Inflation in these economies, have however undershot projections, reflecting still-large output gaps and recent commodity price declines. Activity in many emerging market economies has disappointed in a less favourable external financial environment, although they continue to contribute more than two-thirds of global growth.

IMF says that, "Finally, as the effects of the financial crisis slowly diminish, another trend may come to dominate the scene, namely, increased income inequality. Though inequality has always been perceived to be a central issue, until recently it was not believed to have major implications for macroeconomic developments." Overall, the global growth was not upto expectation in 2014-15, but it is expected to rise moderately in 2015-16.

In its latest World Economic Outlook in April 14, 2015 IMF states that "India's growth is expected to strengthen from 7.2 percent in 2014 to 7.5 percent in 2015. Growth will benefit from recent policy reforms, a consequent pick-up in investments and lower oil prices." India is set to become the world's fastest growing economy by 2016 ahead of China, says IMF. India's macro-economic prospects have strengthened and the country is best positioned among emerging market economies.

### **The Scenario of the Aluminum Extrusion Industry**

Aluminium is truly versatile, most sustainable and industry appealing metal. Aluminium's unique properties, i.e., light-weightedness, high strength and resistance to corrosion give it an edge over steel in conventional and novel applications. The metal, which is only one-third the weight of steel, is non-magnetic, non-combustible and is non-toxic as well as impervious, the reason why it has extensive use in the food and packing industry. Other properties are high reflectivity and rapid heat dissipation. It is malleable and can be easily worked by the common manufacturing and shaping processes.

According to the Department of Mines, Government of India, India's aluminium production was lower by 16.5% at 1.72 MT in 2013-14 fiscal compared to the target of 2.06 MT. Industry sources state that the non-availability of bauxite on time for some of the units has crippled production and falling global prices of the metal also contributed to the non-achievement of target.

For the period between 2010 and 2016, India would be the only country in the world registering a compounded annual growth rate in the consumption of aluminium. India is endowed with rich Bauxite reserve which is approx. 6.76% of the world total and ranks 5th among the world bauxite reserve base.

According to Aluminium Association of India, India has produced nearly 8% of the total world production as compared to China's 44%, USA's 11% and Japan's 4%.

Companies in India are investing heavily in the aluminium sector. Hindalco Industries Ltd which is Asia's largest integrated primary producer of aluminium, has already made a capital expenditure of US\$ 5.5 billion, since 2009. This is a sure sign of dynamism in this sector.

The rapid growth of the emerging nations led by China and India is expected to drive aluminium consumption in the future. Aluminium consumption in BRIC nations alone is expected to increase at a CAGR of 9% over the period 2007-2020. Demand in the fast-growing Chinese market is expected to reach 40.8 MT by 2020. The gradual recovery of the recession-hit world markets, especially the construction and transportation sectors, would facilitate further expansion of aluminium consumption.

### **FINANCIAL PERFORMANCE**

The Company reported a sales turnover of Rs. 19438 lacs as against Rs.21300 lacs in the previous financial year recording a decrease of about 8.75%. The Power Transmission & Distribution Hardware (Power T & D

(Rs.in lacs, except per share data)

Year ended March 31	2015	2014
Sales	19438	21300
Profit before Interest, Depreciation and impairment of Assets	1073	869
Interest	632	682
Profit before Depreciation and Impairment of Assets	441	187
Depreciation and Impairment of Assets	337	441
Net Profit	104	(254)
Provision of Taxation	40	(150)
Profit after Tax	144	(104)
Profit brought forward	1647	1751
Balance carried to Balance Sheet	1738	1647

Hardware) division registered a sale of Rs.378 lacs as against Rs. 201 lacs in the previous financial year. The balance of the turnover was contributed by Company's principal business i.e. by Aluminium Extrusions Division.

The Profit after Tax (PAT) for the financial year is Rs.144 lacs as against loss of Rs. 104 lacs reflecting moderate improvement in the financial performance.

Spiraling costs resulted in increased cost of production. Our Company's cost control initiatives helped in mitigating inflationary pressures and curbed overall cost increases.

### DIVIDEND

Due to inadequacy of distributable profits during the fiscal under review, the Board of Directors regrets their inability to recommend a dividend payout.

### PRODUCTION

The Aluminium Extrusions production for the year was 8938 MT as against 10833 MT in previous financial year.

### COMPANY OVERVIEW AND GROWTH STRATEGY

Effective and timely customer service-oriented approach has been our strength for business development.

#### Success Drivers

*Our Legacy:* A rich experience of 24 years is an asset to the Company and furthermore our Company enjoys a number of first mover advantages comprising a comprehensive understanding of aluminium and aluminium extrusions market, reputed brand and a strong customer base.

*Integration:* We possess in-house facilities for –

- Melting and casting of billets, Homogenizing

- Extrusions manufacturing with three press lines
- Complete Die manufacturing,
- Manufacturing various 'value-added' products of extrusions for engineering applications, and
- Manufacturing Power Transmission & Distribution Hardware.

With 3 extrusion press lines, the Company has a capacity to produce 15000MT of Aluminium Extrusions, which as per the information available with the Company, is the 3rd largest facility in India as on date.

*Die Library:* The Company possesses an inventory of more than 4500 dies to manufacture over 3000 profiles. The Company maintains back-up dies for meeting the requirements of fast moving profiles.

*Availability of raw material:* The Company accesses raw material (aluminium ingots and billets) from three renowned and proximate primary metal manufacturers- Vedanta Aluminium, Nalco and Hindalco, The Company is one of India's largest institutional aluminum ingot/billets consumers with corresponding purchase economies.

*Quality assurance:* The Company's manufacturing facility is accredited with the prestigious **ISO-9001:2008** certification endorsing its strong quality systems. Our Company continues to emphasize on maintaining the utmost quality and safety standards in its factory. Our unit is also **ISO 14001:2004 and OHSAS 18001:2007** certified.

The Company supplies extrusions as per tolerances laid down by the Bureau of Indian Standards in accordance with BIS: 2673-1979, BIS:3965-1981 and BIS : 6477-1983, and with even tighter tolerances as per customer needs.



The sharp focus on Quality in all its initiatives has enabled our Company to launch some specific value-added services

*Product applications:* We manufacture extruded products for varied applications, viz. :

- Profiles for Architectural Applications such as Building Systems, Structural Glazing, Curtain Walls, Aluminium Rolling Shutters, Windows, Doors, Partitions, False Ceilings, Tower Bolts, Hand Rails, Door Handles, Hinges, Drapery Rods, Modular Furniture, etc.;
- Profiles for Aluminium Form work;
- Profiles for Road Transport;
- Profiles for Rail Coach Windows & Doors;
- Profiles for manufacture of Automobile Components;
- Profiles for Heat Transfer in Electronics & Electrical Gadgets;
- Profiles for Electrical applications such as Tubes and Flats for Bus Bars;
- Transmission Line Hardware such as P.G. Clamps, H-Connectors, Repair Sleeves, Lugs, Solar Panels etc.;
- Profiles for Engineering Applications such as FHP Motor Housings, Hydraulic Gear Pump Casings, Ferrules, A.C.Louvres, Machinery Parts, Elevators, Pneumatic Actuators, Pneumatic Cylinders, Valve Bodies, etc.
- Profiles for Defence Applications and many more.

The Company also has necessary set up to supply extruded and cold drawn round bars and hexagonal bars in straight lengths for various engineering applications. It also has a set up to supply extruded and cold drawn rods/wires in coil form to be used as armour rods, lamp pin stock, metallizing wire, rivet stock, welding filler wire, etc.

*Customer profile:* The Company possesses a portfolio of over 500 reputed customers. The Company has retained most of the customers over a period of 24 years.

Our Company is in a position to supply Extruded Aluminum Profiles in Alloys **1xxx to 7xxx** series. This is our major competency. Our business strategy is to book maximum part of our installed capacity for supply directly to end-users.

#### **Company's Presence across several verticals**

The company's product portfolio comprises of extrusions in soft, medium and high strength aluminium alloys. It manufactures aluminium profiles for architectural applications such as windows, doors, door handles, modular furniture etc. Its profiles are also used in Aluminium Form-

work. Its products are used in rail coach windows & doors, electrical gadgets, transmission line hardware, hydraulic gear pumps, elevators, pneumatic cylinders and defence applications. Along with diversified end-user industries the company has strong client base. Its top 10 clients do not account for more than 25% and no single client accounts for more than 10% of its total revenues. The company's diverse customer base provides revenue stability and risk mitigation to a slowdown in any particular sector.

The Company enters into long-term contracts with its suppliers for its annual raw material requirements, and receives cumulative annual discounts from Vedanta Aluminium Ltd and. National Aluminium Company Ltd on lifting pre-specified quantities.

#### **Rich Market Presence**

Our company markets its entire product range through a nationwide network of regional marketing offices and sales units. Their reach and prompt action helps the Company to supply timely to local markets.

The Company possesses a portfolio of over 500 reputed customers. Nearly 80 to 85% of the revenues in 2014-15 was derived out of sales to age-old customers. Vast number of customers spread across the country is our Company's forte.

#### **FUTURE OUTLOOK**

##### **Extrusions**

Our Company has an installed capacity to produce 15000MT of extrusions per annum. As against this, our production for the year 2014-15 was only 8938 MT. We thus have a significant spare capacity to increase production and sales volume.

The economic environment in the coming decade in India is likely to be highly conducive to the growth of aluminium extrusion sector thanks to the reviving fortunes of building and construction sector, massive thrust towards use of solar energy, new applications in the transportation sector, etc. The future of the aluminium industry is intrinsically related to the issue of global warming and emission of greenhouse gases. Production of aluminium is an energy intensive process and as per the International Aluminium Institute (IAI), new stocks of aluminium accounts for 1% of total greenhouse gas emissions by humans. Therefore, a key focus of the industry is the reduction in emissions by promoting aluminium recycling and expanding use of the metal in automobiles, trains and aircrafts. Estimates provided by the IAI depict that every kilogram of a heavier material that is replaced by aluminium, in a vehicle results in the reduction of 22 kilograms of carbon dioxide over the lifetime of the vehicle.

Innovative products and solutions are also central to the future demand for aluminium and growth of the industry. Fuel-cell powered cars are promising applications that can potentially become a high growth segment for the aluminium industry. This is because aluminium could be used to produce hydrogen fuel efficiently, which would help in the growth of fuel-cell powered cars and thereby arrest greenhouse emissions.

The segment-wise expected demand growth is given hereunder:

1. **Power Sector** – In India, the electrical sector is the largest consumer of this metal. Bulk of the Aluminium usage is in overhead conductors and power cables used in transmission and distribution of electricity. Aluminium is used in switchboards, coil windings, capacitors and many other applications as well. The strongly growing LED lights market in India will drive the demand for heat sinks, along with several other applications in electrical and electronic sectors.
2. **The vibrant Real Estate Sector in our country** – Investments in infrastructure and housing segments are likely to boost demand for aluminium extruded profiles. Customers worldwide are growing ecologically conscious and are keen on using environmentally sustainable products coupled with rising incomes and demand for enhanced quality. Aluminium extrusions are being used in commercial and residential buildings as well as in shopping centers, bridges and stadiums, and also in restoring and reconstructing historical buildings.
3. **Rapidly growing Automobile Industry** – The Automobile sector in India has been the key force behind the demand for aluminium castings. India's emergence as a hub for the manufacture of automobiles and the global trend towards reducing the weight of automobiles, is acting as growth factor in this area.
4. **Engineering Applications** – The engineering sector is one of the largest sectors in Indian industry. Aluminium is widely used in engineering applications, machinery and equipment in India.
5. **The Sustained Agriculture Emphasis in our Country** – The usage of Aluminium is on a constant rise in the agricultural sector in this country as aluminium extruded agricultural pipes are popular due to their versatility and affordability.
6. **Solar Energy Industry** – Aluminum extrusions is aiding in converting sunlight to green power with strong and light-weight frames and structures. Aluminium extrusions can be used to create a comprehensive framework for solar panels in a variety of situations,

including frames, supports and connectors. The versatility of aluminium extrusions makes them the preferred choice over other metals in this sector.

7. **Indian Defence Sector** – Missiles, rockets and spacecraft, all use Aluminium. In this sector, aluminium also finds its usage in the construction of bridges, pre-fabricated houses, etc.

The Indian Aluminium extrusions industry is fast becoming vibrant with strong growth prospects and high demand. Conventional applications such as curtain walls, windows and doors as well as new applications such as formwork and scaffolding are the driving factors behind demand for aluminium extrusions in India.

#### **Power Transmission & Distribution**

India is the fourth largest in power generation in the world. Presently, India has more than 144,565MW in installed capacities and a 250,000 ckt.kms in power transmission lines. It is the sixth largest consumer of electricity in the world with rapid rise in consumption growth (avg. Growth rate of consumption around 14%). Thermal power plants constitute 66% of the installed capacity, hydroelectric about 19% and rest being a combination of wind, small hydro, biomass, electricity from waste and nuclear.

The largest utilization area of the aluminum in this field is the power transmission lines. The steel-core aluminum conductors have become the only material preferred for the high voltage power transmission lines. Aluminum is widely used in the underground cables, electrical cable ducts and motor coil windings as well. In electronics, the frames, chips, transistor heat sinks, data recording systems and the electronic equipment cases are included in the utilization areas of aluminum.

Wireless communication with wireless sensors is another promising alternative medium for transmission and distribution systems.

Power Transmission and Distribution Hardware Fittings are required for use on Overhead Transmission and Distribution Lines for connecting Insulators with Tower/ Pole Cross Arms and Insulators with conductors.

The Company has manufacturing facilities for casting of Aluminium Alloys, manufacturing of Extruded products in Aluminium & its Alloys, Wire Drawing, Helical Products, Fabrication of Ferrous & Non-Ferrous Components, Argon Welding, Electric Arc Welding, Machining, Bundle Spacer Assembly, Vibration Damper Assembly, Conductor Accessories, Clamp Connectors for Hardware Assembly, and manufacturing of Tools, Dies & Moulds.

Aluminium is also used in insulated and underground

cables laid in large populated urban areas and in reserved forests (to avoid deforestation), Round Tubes are used for corona control rings, grading rings, mid-span compression joints, dead-end clamps and jointing sleeves, among others, signifying huge opportunities for extrusions in the power sector.

During the financial year 2014-15 the Company recorded a sales turnover of T & D Hardware amounting to Rs. 201 lacs (approx.) against Rs. 378 lacs in the previous financial year. The Company has successfully registered itself as a supplier of its products with a number of State Electricity Boards during the year and the process is continuing. The process will get further momentum as company achieves requirements of minimum years of supply track record and experience, with each passing year.

### Challenges in the Indian extrusions market

There are a number of disadvantages in the Indian aluminum extrusions industry amongst which cost is a key issue. High operational costs, higher administrative expenses per unit of manufacturing and sale of finished products are major hindrances.

However, there are certain other issues which the aluminium industry in India needs to address such as availability and quality of billets, especially in hard alloys. There is a perception in some quarters that the quality of billets that are imported from Dubai, Qatar or from Europe is significantly higher than what is available locally. The development of extrusion business depends on the ability of an extruder to source the high quality billets in multiple alloys and the ability to get manufacturing waste recycled locally. From the environmental perspective, it is important to have recycling plants that produce high quality billets from both manufacture waste and end of life scrap. Many Indian extrusion manufacturers do not have their own finishing lines for powder coating or anodising and depend on external resources for this value addition. Yet another issue facing the Indian aluminium extrusion sector is the lack of scale with far too many small players scattered across the country and there are just a handful of large players who can invest in the latest technology. Hence, it is time for the stakeholders of the aluminium extrusion sector in India, viz. the extruders, primary aluminium producers, recyclers and the end users to converge and put this sector firmly on the high growth trajectory.

### RISKS AND AREAS OF CONCERN

Our Company has formulated a well-defined risk-management strategy to detect areas of risks at an early hour and thereby mitigating them promptly and efficiently and this is in conformity with the new regulatory requirements. The Company perceives the following risks and concerns :

**a) Market Competition :** Operating in a dynamic market environment with fluctuating price risks combined with competition from new entrants in the field of extrusion manufacturing is posing as a hindrance to the growth prospects of our Company.

Our Company is deliberately venturing into innovative avenues of aluminium extrusion alloys in order to set its mark in the emerging markets where demand is higher and return is reasonable.

**b) Government Policy risk:** The Government policies in the present economic state of affairs are pro-industry and pro-growth which minimizes the inherent policy risk. But at times there are delays in clearances /approvals by Govt. agencies in obtaining lease renewals for land mortgaged with financial institutions and banks. This adversely affects the financial facilities obtained from the Banks. A little attention towards development and budgetary support from the government will help in a big way to the overall benefit of the economy, as well as our Company.

**c) Competition from local manufacturers:** The Aluminium extrusions industry in this country is highly fragmented. Local market is growing at a rapid pace as customers prefer local extruders for faster supplies which save both time and cost. Competition with local extruders has compelled us to sacrifice our margin to counteract the effect of higher Freight and Central Sales Tax. Our location in a relatively under-developed part of the country and the demand in this part are not good enough to account for our capacity. We have to sell a substantial quantity (over 65%) in other parts of India where our realization is lower compared to local supplies due to impact of the high freight and Central Sales Tax.

**d) Retention of experienced manpower:** Our Company believes without the efforts of its employees it is not possible to accomplish organizational goals. A training oriented employee skill-development approach coupled with innovation and motivation aids the Company to retain its valued human resources.

**e) Price Fluctuation Risk:** Price is the major driving factor, particularly the price of raw materials, and India is one of the most price sensitive markets in the world. Regular supervision of aluminium metal inventory in order to get maximum benefit or alternatively to curtail loss by monitoring inventory levels in each circumstance is a major challenge, and this is regularly scrutinized at the highest level in the Company.

**f) Trade Union Activities:** Our Company's Workmen's unions operate under the control of three different

political parties. It is a challenge to meet the growing demands from the Unions, who at times put irrational burden on the management due to inter-union enmity in a bid to secure the support of larger number of workmen.

## **RISK MANAGEMENT**

Risk Management is a key attribute of the Corporate Governance Principles and Code of Conduct of our Company and it aims to deal with the governance practices across the Company's actions. Risk Management practices and policies enable the Company to proactively handle uncertainty and changes in the internal and external environment to limit negative impacts.

Your Company has a system based approach to business risk management. Backed by a well-planned internal control system, the current risk management agenda consists of the following elements:

- Enterprise Risk Management Policy manual clearly lays down the strategy, policy and initiatives in relation to risk management.
- A strong and independent Internal Audit Function carries out risk focused audits enabling identification of areas where risk management processes may need to be improved. The Audit Committee of the Board reviews Internal Audit findings and provides strategic guidance on internal controls. The Audit Committee closely monitors the internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented.
- The Senior Management of the Company periodically reviews the risk management framework to effectively address the emerging challenges in a dynamic business environment.

The Policy is in compliance with amended Clause 49 of the Listing Agreement with Stock Exchanges which requires the Company to lay down procedure for risk assessment and for mitigating risks.

## **SEGMENT-WISE / PRODUCT-WISE PERFORMANCE**

The Company has two business segments i.e. manufacturing of Aluminum Extruded Products and manufacturing of Power Transmission and Distribution Line Hardware. However, the Company does not fall under any of the criteria laid down under AS-17 and hence Segment Reporting is not applicable.

## **INTERNAL CONTROL SYSTEM**

The Company has a strong and pervasive internal control system to ensure well-organized use of the Company's resources, their security against any unauthorized use, accuracy in financial reporting and due compliance of the Company's policies and procedures as well as the Statutes. Internal Audit reports are regularly placed before the Audit Committee and management analysis of the same is done to ensure checks and controls to align with the expected growth in operations. The Internal audit is carried out by an independent firm of Chartered Accountants on regular basis and remedial actions are taken when any shortcomings are identified.

The Audit Committee reviews the competence of the internal control system and provides its guidance for constant upgrading in the system.

## **INFORMATION TECHNOLOGY**

The Company is continuously working on the Information Technology to get the maximum benefits for the Organization. The Company is successfully using a software system which is single, comprehensive, integrated solution called SAP Business One application. With the use of this integrated software there have been profound improvements in all spheres of its activities.

## **HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Our Company believes that targets of the Company can only be reached with efforts from all its employees. Our Company recognizes that job satisfaction requires congenial work environment that promotes motivation among employees and therefore results in enhanced productivity, and innovation and also provide avenues for employee training and development to identify their potential and develop their careers in the Company.

The Company values contribution of its employees and follows the principle of informing all its employees about its future growth strategies.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

At Century Extrusions Ltd., Corporate Social Responsibility has always been an integral part of our corporate philosophy and it was followed much before the passing of the Companies Act, 2013. Aluminium being a green metal is less likely to cause environmental pollution as the processes employed are not harmful to the environment and are energy-efficient.

Our Company values safety as a prime concern. The manufacturing process and plant of our Company adhere to various safety standards laid down by regulatory authorities. Our Company has received the prestigious OHSAS 18001:2007 certification for its relentless commitment towards maintenance of Occupational Health and Safety Management System Standards.

Though our Company does not fall under the purview of Section 135 of the Companies Act, 2013, still it continues to undertake various activities for the welfare of the society by making contributions to educational institutions and for medical treatment of under-privileged children and other charitable causes.

The Company has constituted a Corporate Social Responsibility Committee to look after its CSR initiatives in order to integrate interest, welfare and aspirations of the community with those of the company itself in an environment of partnership and mutual trust for inclusive development. The Chairman of the Committee is the Board Chairman and other Members include Mr. M.G. Todi, Mr. V. Jhunjhunwala, Mr. R.K. Sharma and Mr. A.K. Hajra.

## **DIRECTORS**

Mr. M.G. Todi, Mr. V.K. Mushran, Mr. R.K. Sharma and Mr. A.K. Hajra being re-appointed as Independent Directors for a term of 5 years at the Annual General Meeting (AGM) held on 5th September, 2014 are not liable to retire by rotation at this AGM.

Mr. V. Jhunjhunwala retires from directorship of the Company by rotation, and being eligible, offers himself for re-appointment.

The Companies Act, 2013 requires that a Woman Director should be a member of the Board of Directors. Ms. Suhita Mukhopadhyay has been appointed as an Additional Director of the Company w.e.f. 31st March, 2015 and her appointment is subject to the approval of Members of the Company at the ensuing AGM.

Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional area and the names of the Companies in which they hold directorship and membership/chairmanship of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as an annexure to the Notice convening the Annual General Meeting.

## **KEY MANAGERIAL PERSONNEL**

Mr. M.P. Jhunjhunwala, Chairman & Managing Director of the Company who is also a Whole-Time Director (WTD) and Ms. Sumana Raychaudhuri, Company Secretary both have been appointed before commencement of the Companies Act, 2013 and are the Key Managerial Personnel.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company being a listed Company, Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges and good corporate governance practices. Emphasis is given to persons from diverse fields or professions.

The guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that:

- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen is commensurate with the industry standards in which it is operating taking into account the performance leverage and factors so as to attract and retain talent.
- For Directors, it is based on the Shareholders' resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars, guidelines issued by the Central Government and other authorities from time to time.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors of the Company confirms:

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit or loss of the Company for the year ended on that date;
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. that the annual accounts have been prepared on a going concern basis.

### **BRICKWORK RATING**

BRICKWORK has assigned its 'BWR BBB-' rating to the cash credit facility of Century Extrusions Ltd (CEL) and affirmed its rating on CEL's letter of credit, bank guarantee and term loan facilities at 'BWR A3'. The ratings upgrade has factored, inter alia, experience of the promoters in manufacturing aluminium and allied products, long standing corporate relationship with reputed customer base, consistent operating performance with cash profits and moderate gearing level. BWR has also positively taken note of the developments regarding repayment of a loan availed by West Bengal Industrial Development Corporation (WBIDC). The rating is, however, constrained by volatility associated with raw materials and finished goods prices and consequent inadequate debt protection ratios

### **AUDITORS / AUDITORS' REPORT**

The auditors, M/s. ALPS & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. There are no qualifications or adverse remarks in the Auditors' Report, which require any clarification/explanation.

### **COST AUDITORS**

As per the directive of Central Government pursuant to the provisions of Section 148(3) of the Companies Act, 2013, your Directors have re-appointed M/s. N Radhakrishnan & Co., a firm of Cost Accountants, to conduct the audit for the year ended 31st March, 2015. E-Form CRA-2 has been filed to give effect to the appointment of cost auditors.

### **PUBLIC DEPOSITS**

The Company did not invite or accept any deposit from the public under Section 73 of the Companies Act, 2013

### **PARTICULARS AS PER SECTION 134(3) OF THE COMPANIES ACT, 2013**

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, is set out in a separate statement attached to this report and forms part of it. The Company had no employee of the category indicated under section 134(3) (q) of the Companies Act, 2013.

### **CORPORATE GOVERNANCE**

The Company has been proactive in following the principles and practices of good Corporate Governance as an important step towards building investor confidence, improve investors' protection and maximize long-term shareholder value.

The Company has complied with the Corporate Governance Code prescribed by the Stock Exchanges and also stringently followed the Corporate Governance Guidelines as stipulated by SEBI. A detailed report on Corporate Governance along with Auditors' Certificate on compliance with the mandatory recommendations on Corporate Governance is annexed to this report.

### **SECRETARIAL AUDIT**

A Secretarial Audit was carried out by the Secretarial Auditor Mr. K.C. Khowala, Practicing Company Secretary pursuant to provisions of Section 204 of the Companies Act, 2013. The Secretarial Auditor's Report is annexed herewith and forms part of the Director's Report.

### **ACKNOWLEDGEMENT**

We express our sincere gratitude to our customers, vendors, investors and bankers for their continued support during the year. We place on record our sincere appreciation of the dedication and commitment of all employees in achieving excellence in all spheres of business activities.

We thank the Government of India, the Customs and Excise Departments, the Sales Tax Department, the Income Tax Department, the State Government and other Government agencies for their support, and look forward to their continued support in the future.

### **CAUTIONARY STATEMENT**

Statements forming part of the Management Discussion and Analysis covered in this report may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. The Company takes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

**For and on behalf of  
the Board of Directors**

**M P Jhunjunwala  
Chairman & Managing Director**

**Date: 2nd July, 2015**

**Place: Kolkata**

*Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under the Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014*

**A. CONSERVATION OF ENERGY:**
**a) Energy Conservation measures taken:**

- i) 2 Nos. Oil-fired Fixed Hearth Reverberatory Furnaces of both capacity 6 MT each with Regenerative Burners installed in place of the conventional furnaces of bath capacities 3MT, 6MT & 8MT.
- ii) Heating elements and refractory lining of the Heat Treatment Furnaces used for heat treatment of Dies and Support Tooling replaced with energy-efficient heating elements and good quality refractory material.

**b) Other Principal Energy Conservation measures taken:**

- i) Power Factor of 0.99 and above maintained consistently throughout the year.

**c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:**

The above energy conservation measures have resulted in energy savings of –

- i) Approx. Rs.48,00,000/- on account of reduction in furnace oil consumption from 176 Ltrs. per MT of logs cast during April – October, 2014 to 93 Ltrs. per MT of logs cast during the period November, 2014 to March, 2015.
- ii) Approx. Rs.1,35,000/- during the period October, 2014 to March, 2015 on account of heat treatment of approx. 6000 kg. of Dies and Support Tooling in the revamped Heat Treatment Furnaces.
- iii) Approx. Rs.22,50,000/- on account of additional rebate compared to the rebate obtained during the FY- 2013-14 as a result of

(Annexure-I)

maintaining Power Factor of 0.99 and above throughout the year.

- iv) Approx. Rs.10,50,000/- in respect of Maximum Demand charges on account of reduced Maximum Demand compared to that in the FY 2013-14.

**d) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:**

- (a) Introduction of LED Light Fittings for shop floor illumination at part of Old Unit (1620 MT & 1250MT Press and Handling Bay) in place of HPSV and HPMV lamps.

Investment: Rs 8.00 lakhs. (approx.)

- (b) Introduction of VFD for 2700MT Press Line Stretcher Motor (100HP) operation in place of DOL Starter.

Investment: Rs 3.00 lakhs. (approx.)

**e) Total energy consumption and energy consumption per unit of production:-**

Information is given in the prescribed FORM-A annexed. The summary is given hereunder:-

Financial Year	Furnace Oil (Ltr./MT) of Logs produced	Electrical Energy (KHW/MT) Extrusions
<b>2014-15</b>	<b>128</b>	<b>1119</b>
2013-14	149	1100
2012-13	158	1155

**B. TECHNOLOGY ABSORPTION**

Information is given in FORM-B annexed.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

*Activities relating to exports:* Initiatives taken to increase exports, development of new export markets for products and services, and export plans.

Total foreign exchange used and earned:

	Current Year (Rs. in lacs)	Previous Year (Rs.in lacs)
Used	<b>1370.28</b>	924.13
Earned	<b>0.00</b>	80.52

### FORM - A

#### FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. Power & Fuel Consumption	2014-15 Current Year	2013-14 Previous Year
1 Electricity		
a) Purchased		
Units - Kwh in thousands	<b>10600</b>	12173
Total amount - Rs. In thousands	<b>87470</b>	94470
Rate / unit (Rupees)	<b>8.25</b>	7.76
b) Own generation through diesel generator		
Units - Kwh in thousands	<b>7.8</b>	6
Units / Ltr of diesel	<b>3.48</b>	2.20
Diesel cost / unit generated	<b>15.79</b>	27.27
2 Furnace Oil		
Quantity in Kilo Litres	<b>428</b>	662
Total cost - Rs. In thousands	<b>15833</b>	29163
Average rate (Rs./Ltr)	<b>37.00</b>	44.00
3 Other / Internal Generation	<b>Nil</b>	Nil

### B. Consumption per unit of production

Electricity (KWH/MT of Extrusion Production)	<b>1119</b>	1100
Furnace Oil (Ltr/MT of Log production)	<b>128</b>	149

### FORM - B

(See Rule 2)

#### FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

##### A. RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R&D carried out by the Company : None
2. Benefits derived as a result of the above R&D: None
3. Future plan of action : None
4. Expenditure on R&D : Not significant (Previous Year - Not significant)

##### B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION : None

(Annexure – II)

#### STATEMENT CONTAINING INFORMATION AS PER SECTION 135 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015 :

1. The Company does not fall under the purview of the provisions of Corporate Social Responsibility in accordance with Section 135 of the Companies Act, 2013 and Rules made there under.



**(Annexure – III)**

**STATEMENT CONTAINING INFORMATION AS PER SECTION 197(2) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2015**

1. Ratio of remuneration of each Director to median remuneration of the employees of the Company for the financial year:

Sl. No.	Name of Director	Ratio of remuneration of Director to median remuneration of employees	
		2014-15	2013-14
1	Mr. M.P. Jhunjhunwala	27:1	25.8:1
2	Mr. Vikram Jhunjhunwala	0.31:1	0.18:1
3	Mr. M.G. Todi	0.46:1	0.41:1
4	Mr. V. K. Mushran	N.A.	0.15:1
5	Mr. R.K. Sharma	0.31:1	0.29:1
6	Mr. A. K. Hajra	0.23:1	0.37:1
7	Ms. Suhita Mukhopadhyay	N.A.	N.A.

2. Percentage increase in remuneration of each Director, and Company Secretary:

Sl. No.	Name of Director / Key Managerial Personnel	Designation	Percentage Increase (%)	
			2014-15	2013-14
1	Mr. M.P. Jhunjhunwala	CMD	NIL	NIL
2	Mr. Vikram Jhunjhunwala	Director	NIL	NIL
3	Mr. M.G. Todi	Director	NIL	NIL
4	Mr. V.K. Mushran	Director	NIL	NIL
5	Mr. R.K. Sharma	Director	NIL	NIL
6	Mr. A.K. Hajra	Director	NIL	NIL
7	Ms. Suhita Mukhopadhyay*	Director	N.A.	N.A.
8	Ms. Sumana Raychaudhuri	Company Secretary	NIL	NIL

\*Ms. Suhita Mukhopadhyay joined the Company as a Woman Director on 31.03.2015.

3. Number of permanent employees on the rolls of the Company as on 31st March, 2015 was 360 Nos. and as on 31st March, 2014 was 372 Nos.
4. There is no variable component in the remuneration of Directors.
5. No employee has received remuneration in excess of highest paid Director of the Company in the financial year 2014-15.

- 6.(a) Performance of the Company:

Description	2014-15	2013-14
Profit before Tax	144	(254)

- (b) Remuneration to employees and Directors of the Company is in line with Remuneration Policy of the Company as per competitive market scenario and sustainability in the medium to long run:

Sl. No.	Description	Percentage Increase(%)	
		2014-15	2013-14
1	Median remuneration of employees	NIL	NIL
2	Average remuneration of all employees	NIL	NIL
3	Remuneration of Key Managerial Personnel	NIL	NIL
4	Average increase in salaries of the employees other than Managerial Personnel	NIL	NIL
5	Managerial Remuneration	NIL	NIL
6	Remuneration of each Key Managerial Personnel	NIL	NIL

- I. There is no direct relationship between average increase in the remuneration of employees and Key Managerial Personnel with year to year financial performance of the Company.
- II. For computing average increase in remuneration, only employees who have worked for the complete financial year 2013-14 and 2014-15 have been considered to make the figures comparable.
7. Variations in market capitalization of the Company, price earnings ratio as on the closing date of the current financial year and previous financial year and percentage increase over decrease over market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:
- i. Variations in market capitalization during the Financial Year 2014-15 of the Company:

Increase in (Lacs)	Percentage Increase (%)
NIL	NIL

- ii. Price Earnings Ratio:

Description	As on 31.03.2015	As on 31.03.2014
Price Earnings Ratio	7.5	(10.38)

- iii. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with last public offer (in the year 2008 at par) : NIL%.

**STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31ST MARCH, 2015:**

Name, Designation, Remuneration received (Rs.), Nature of Employment, Qualification, Experience (in years), Date of Commencement of Employment, Age (Years), Last Employment held, Equity Shares held in Company (Percentage)

- (a) Employed throughout the financial year and was in receipt of Remuneration for the year in aggregate not exceeding Rs. 60,00,000/-
1. Mr. M.P. Jhunjhunwala, Chairman & Managing Director, Rs. 35.12 lacs, Contractual, B.A. (Hons.), 50, 02.02.1988, 73, Business, 5639434.
- (b) Employed for a part of the financial year and was in receipt of remuneration not exceeding Rs. 5,00,000/- per month: NIL
- (c) Employed throughout the financial year or part thereof and was in receipt of remuneration in the year, which in the aggregate, or at a rate which in the aggregate was in excess of that drawn by the Whole-time Director and holds by himself or along with his spouse or dependant children, not less than 2% of the equity shares of the Company: NIL

**Notes :**

1. Remuneration includes salaries, house-rent allowance, ex-gratia, leave travel assistance, medical expenses, accident insurance premium, Company's contribution to Provident and Super Annuity Funds, and the monetary value of perquisites calculated in accordance with the provisions of the Income Tax Act, 1961 and the Rules made there under and excludes provision for retiring gratuity for which separate figure is not available.

**Place : Kolkata**

**Date: 2.07.2015**

**M.P. JHUNJHUNWALA**

**Chairman & Managing Director**

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L27203WB1988PLC043705
ii)	Registration Date	2.03.1988
iii)	Name of the Company	CENTURY EXTRUSIONS LIMITED
iv)	Category / Sub-Category of the Company	Company Listed by Shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	113, Park Street, 'N' Block, 2nd Floor, Kolkata - 700016
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	CB Management Services P. Ltd., P-22, Bondel Road, Kolkata - 700019

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% of total turnover of the company
1	Aluminium Extruded Products	27203	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sl. No.	Name And Address Of The Company	CIN/ GLN	Holding Subsidiary/ Associate	% of shares held	Applicable Section
1	Century Aluminium Mfg. Co. Ltd.	U27106WB1974PLC029718	Associate	16.23	2(6)
2	Vintage Securities Ltd.	L74120WB1994PLC063991	Associate	8.36	2(6)
3	Vintage Capital Markets Ltd.	U67110WB1995PLC070697	Associate	7.41	2(6)
4	Jeco Exports & Finance Ltd.	L51109WB1982PLC035005	Associate	6.03	2(6)
5	Paramsukh Properties (P) Ltd.	U70101WB1986PTC041607	Associate	1.32	2(6)
6	Kutir Udyog Kendra (I) Ltd	U51909WB1989PLC046530	Associate	0.65	2(6)
7	Atash Properties & Finance (P) Ltd.	U70200WB1991PTC052105	Associate	0.57	2(6)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

##### i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
(a) Individual/ HUF	9168967	0	9168967	11.4612	9168967	0	9168967	11.4612	0.0000
(b) Central Govt/ State Govt(s)	0	0	0		0	0	0	0	0.0000
(c) Bodies Corp.	32459682	0	32459682	40.5746	32459682	0	32459682	40.5746	0.0000
(d) Banks/ FI	0	0	0	0	0	0	0	0	0
(e) Any Other.....	0	0	0	0	0	0	0	0	0
<b>Sub- total (A) (1):-</b>	41628649	0	41628649	52.0358	41628649	0	41628649	52.0358	0.0000
(2) Foreign									
(a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
(b) Bodies Corp.	0	0	0	0	0	0	0	0	0
(c) Banks/ FI	0	0	0	0	0	0	0	0	0
(d) Other Individuals	0	0	0	0	0	0	0	0	0
(e) Any Other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub- total (A)(2):-</b>									
<b>Total shareholding of Promoter (A)= (A) (1) + (A) (2)</b>	41628649	0	41628649	52.0358	41628649	0	41628649	52.0358	0.0000
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds	0	1800	1800	0.0023	0	1800	1800	0.0023	0.0000
(b) Banks/ FI	0	2500	2500	0.0031	0	2500	2500	0.0031	0.0000
(c) Central Govt/ State Govt(s)	0	100	100	0.0001	0	100	100	0.0001	0.0000
(d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e) Insurance Companies	0	0	0	0	0	0	0	0	0
(f) FIIs	0	0	0	0	0	0	0	0	0
(g) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(h) Any Other (specify)	0	0	0	0	0	0	0	0	0
<b>Sub- total (B) (1):-</b>	0	4400	4400	0.0055	0	4400	4400	0.0055	0.0000
<b>B. 2 Non- Institutions</b>									
a) Bodies Corp.	3884814	20250	3905064	4.8813	3545615	20250	3565865	4.4573	-0.4240
b) Individuals									
1. Individual shareholders holding nominal share capital upto Rs. 1 lakh	29161647	1177055	30338702	37.9234	28445574	1179213	29628747	37.0310	-0.8924
2. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2214139	0	2214139	2.7677	3607646	0	3607646	4.5096	1.7419
(c) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(d) Others (specify)	0	0	0	0	0	0	0	0	0

(d-i) Trust & Foundation	2900	0	2900	0.0036	1900	0	1900	0.0024	-0.0013
(d-ii) Non Resident Individuals	1906146	0	1906146	2.3827	1566753	0	1566753	1.9584	-0.4242
<b>Sub- total (B) (2):-</b>	37169646	1197305	38366951	47.9587	37167488	1199463	38366951	47.9587	0.0000
<b>Total Public Shareholding (B)= (B) (1) + (B) (2)</b>	37169646	1201705	38366951	47.9642	37167488	1203863	38371351	47.9642	0.0000
(C) Shares held by Custodian for GDRs & ADRs									
1. Promoter & Promoter Group	0	0	0	0	0	0	0	0	0
2. Public	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+ B+ C)</b>	<b>78798295</b>	<b>1201705</b>	<b>80000000</b>	<b>100.00</b>	<b>78796137</b>	<b>1203863</b>	<b>80000000</b>	<b>100.00</b>	<b>0.0000</b>

**(ii) Shareholding of Promoters:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Century Aluminium Mfg. Co. Ltd.	12984701	16.2309	0.00	12984701	16.2309	0.00	0.0000
2	Vintage Securities Ltd.	6688831	8.3610	0.00	6688831	8.3610	0.00	0.0000
3	Vintage Capital Markets Ltd.	5930125	7.4127	0.00	5930125	7.4127	0.00	0.0000
4	Madhab Prasad Jhunjunwala	5633934	7.0424	0.00	5633934	7.0424	0.00	0.0000
5	Jeco Exports & Finance Ltd.	4830225	6.0378	0.00	4830225	6.0378	0.00	0.0000
6	Moulshree Jhunjunwala	2443700	3.0546	0.00	2443700	3.0546	0.00	0.0000
7	Paramsukh Properties (P) Ltd.	1052500	1.3156	0.00	1052500	1.3156	0.00	0.0000
8	Vikram Jhunjunwala	769333	0.9617	0.00	769333	0.9617	0.00	0.0000
9	Kutir Udyog Kendra (I) Ltd	521000	0.6513	0.00	521000	0.6513	0.00	0.0000
10	Atash Properties & Finance (P) Ltd.	452300	0.5654	0.00	452300	0.5654	0.00	0.0000
11	Shivanshu Jhunjunwala	197500	0.2469	0.00	197500	0.2469	0.00	0.0000
12	Sita Devi Jhunjunwala	119000	0.1488	0.00	119000	0.1488	0.00	0.0000
13	Madhab Prasad Jhunjunwala	5500	0.0069	0.00	5500	0.0069	0.00	0.0000
	<b>Total</b>	<b>41628649</b>	<b>52.0358</b>	<b>0.00</b>	<b>41628649</b>	<b>52.0358</b>	<b>0.00</b>	<b>0.0000</b>

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sl No.		Shareholding at the beginning of the year 1.04.2014		Shareholding at the end of the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	–	–	–	–
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	–	–	–	–
	At the end of the year	–	–	–	–

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Share holding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2015	
		No. of shares	% of total shares of the company	Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Dinesh Sanghvi	404852	0.51	–	–	–	404852	0.51	404852	0.51
2	SCIL Capital India Ltd.	315820	0.39	–	–	–	–	–	0	0.00
				20/06/14 (decrease)	46525	0.06	269295	0.34		
				20/06/14 (decrease)	269295	0.34	0	0.00		
3	LKP Finance Limited	310993	0.39	–	–	–	310993	0.39	145000	0.18
				21/11/14 (decrease)	66135	0.08	244858	0.31		
				28/11/14 (decrease)	42358	0.05	202500	0.25		
				05/12/14 (decrease)	55000	0.07	147500	0.18		
				12/12/14 (decrease)	2500	0.00	145000	0.18		
4	Dilip Kumar Saraf	278813	0.35	–	–	–	278813	0.35	278813	0.35
5	Mangal Keshav Capital Limited	277000	0.35	–	–	–	277000	0.35	0	0.00
				23/01/15 (decrease)	277000	0.35	0	0.00		
6	Vimla Devi Sarda	238527	0.30	–	–	–	238527	0.30	114458	0.14
				13/06/14 (decrease)	100000	0.01	228537	0.29		
				20/06/14 (decrease)	459	0.00	228068	0.29		
				5/09/14 (decrease)	16197	0.02	211871	0.26		
				19/09/14 (decrease)	23391	0.03	188480	0.24		
				30/09/14 (decrease)	20515	0.03	167965	0.21		
				10/10/14 (decrease)	45000	0.06	122965	0.15		
				24/10/14 (decrease)	5557	0.01	117408	0.14		
				28/11/14 (decrease)	2950	0.00	114458	0.14		
7	Rajeev Gupta	235000	0.29	18/04/14 (decrease)	235000	0.29	235000	0.29	0	0.00
8	Vaibhav Vardhan Gupta	202276	0.25	–	–	–	202276	0.25	202276	0.25
9	Puni Sanghvi	200000	0.25	–	–	–	200000	0.25	200000	0.25

10	Nirmal Bang Securities Pvt. Ltd.	182508	0.23						171208	0.21
				2/05/14 (increase)	1000	0.00	183508	0.23		
				9/05/14 (decrease)	1000	0.00	182508	0.23		
				23/05/14 (increase)	650	0.00	183158	0.23		
				30/05/14 (increase)	7455	0.01	190613	0.24		
				6/06/14 (decrease)	373	0.00	190240	0.24		
				13/06/14 (decrease)	324	0.00	189916	0.24		
				20/06/14 (increase)	41026	0.05	230942	0.29		
				30/06/14 (decrease)	46897	0.06	184045	0.23		
				4/07/14 (decrease)	1537	0.00	182508	0.23		
				12/09/14 (increase)	1200	0.00	183708	0.23		
				14/11/14 (increase)	2000	0.00	185708	0.23		
				31/12/14 (decrease)	14500	0.02	171208	0.21		

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Share holding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Madhab Prasad Jhunjunwala	5639434	7.05	-	-	-	-	5639434	7.05
2	Vikram Jhunjunwala	789333	0.96	-	-	-	-	789333	0.96
3	M.G. Todi	-	-	-	-	-	-	-	-
4	V.K. Mushran	-	-	-	-	-	-	-	-
5	R.K. Sharma	-	-	-	-	-	-	-	-
6	A.K. Hajra	-	-	-	-	-	-	-	-
7	S. Mukhopadhyay	-	-	-	-	-	-	-	-
8	S. Raychaudhuri	-	-	-	-	-	-	-	-

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	320,113,314	24,446,894	–	344,560,208
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	3,826,863	–	–	3,826,863
<b>Total (i+ ii+ iii)</b>	<b>323,940,177</b>	<b>24,446,894</b>	<b>–</b>	<b>348,387,071</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	2,941,567,090	81,386,768	–	3,022,953,858
• Reduction	2,955,353,163	70,304,162	–	3,025,657,325
<b>Net Change</b>	<b>(13,786,073)</b>	<b>11,082,606</b>	<b>–</b>	<b>(2,703,467)</b>
Indebtedness at the end of the financial year				
i) Principal Amount	304,678,254	35,529,500	–	340,207,754
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	5,475,850	–	–	5,475,850
<b>Total (i+ ii+ iii)</b>	<b>310,154,104</b>	<b>35,529,500</b>	<b>–</b>	<b>345,683,604</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Chairman & Managing Director, Mr. M.P. Jhunjhunwala:

(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Total Amount
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.96
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	10.26
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2	Stock option	–
3	Sweat Equity	–
4	Commission	–
	- as % of profit	
	- others, specify...	
5	Others, please specify	2.90
	Total (A)	35.12
	Ceiling as per the Act	36.00

### B. Remuneration to other directors:

(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. M.G. Todi	Mr. V.K. Mushran	Mr. R.K. Sharma	Mr. A.K. Hajra	
1	<b>Independent Directors</b>					
	• Fee for attending board / committee meetings	0.60	–	0.40	0.30	
	• Commission					
	• Others, please specify					
	<b>Total (1)</b>					<b>1.30</b>



(Rs. In lacs)

Sl. No.	Particulars of Remuneration	Name of Director	Total Amount
		Mr. Vikram Jhunjunwala	
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	0.40	
	Total (2)	0.40	0.40
	<b>Total (B)=(1+2)</b>		<b>1.70</b>
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD** (Rs. In lacs)

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
		Ms. Sumana Raychaudhuri, Company Secretary	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.24	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.28	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
	Stock option	–	–
	Sweat Equity	–	–
	Commission - as % of profit - others, specify...	–	–
	Others (please specify): Provident Fund (Co.'s contribution), Superannuation (Exempted portion), Medical Reimbursement (Exempted)	0.28	
	<b>Total</b>		<b>4.80</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## 1. Corporate Governance Policy

The Company is in compliance with the guidelines on Corporate Governance as stipulated under the various clauses of the Listing Agreement with the Stock Exchanges and in this regard, submits a report on the matters mentioned in the said clauses and practices followed by the Company.

Some of the major initiatives taken by the Company towards strengthening its Corporate Governance and practices include the following:

- (i) Adoption and implementation of the Code of Ethics and Business Conduct for Directors and Senior Management;
- (ii) Improving Quality and frequency of Information Flow to the Board and to the Audit Committee to enable them to discharge their functions effectively;
- (iii) Adopting a system of risk management and internal control;
- (iv) Transparency and accountability;
- (v) Compliance with all rules and Insider Trading regulations; and
- (vi) Policy on Prevention of Insider Trading.
- (vii) Adoption of Whistle Blower Policy as an extension to the CEL Code of Conduct.

## 2. Board of Directors

The Company has an appropriate mix of Executive and Non-Executive Directors which includes independent professionals. The Board of Directors comprises of a Chairman and Managing Director and 6 Non-Executive Directors (NEDs). The NEDs with their diverse knowledge, experience and expertise bring in independent judgment in the deliberations and decisions of the Board.

The Company's Board of Directors play primary role in ensuring good governance and functioning of the Company. All relevant information (as mandated by the regulations) is placed before the board. The Board reviews compliance reports of all laws as applicable to the Company as well as steps taken by the company to rectify instances of non-compliance, if any.

As per the declarations received by the Company, none of the directors are disqualified under Section 164(1) of the Companies Act, 2013.

Necessary disclosures have been made by the Directors stating that they do not hold membership in more than ten committees or act as a Chairman in more than five committees in terms of Clause 49 of the Listing Agreement.

### Board Meetings

Being the apex body constituted by the shareholders for overseeing the functioning of the Company, the Board evaluates all the strategic decisions on a collective consensus basis amongst the directors.

The Board generally meets 4-6 times during the year. Additional meetings are held whenever necessary. All the Agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions. During the year, 4 Board Meetings were held on 27.05.2014, 11.08.2014, 14.11.14 and 09.02.2015.

The Independent Directors, Mr. M. G. Todi, Mr. R. K. Sharma and A. K. Hajra held an Independent Directors Meeting on 27.03.2015 to discuss on Board performance and evaluation of performance of Executive & Non-Executive Director.

The composition of the Board of Directors and their attendance at the Meetings during the year and at the last Annual General Meeting and also number of other directorships / memberships of committees are as follows :

Name of Director & Designation	Category	No. of Board Meetings attended	Attendance at last AGM	No. of outside directorships	No. of outside Committees	
					Members	Chairman
M.P.Jhunjhunwala, CMD	Executive & promoter	4	Yes	2	2	-
Vikram Jhunjhunwala, Director	Non-executive & promoter	2	No	3	1	-
M.G.Todi, Director	Non-executive & Independent	4	Yes	4	-	-
VK.Mushran, Director	Non-executive & Independent	-	No	-	-	-
R.K.Sharma, Director	Non-executive & Independent	4	Yes	-	-	-
A.K.Hajra, Director	Non-executive & Independent	4	Yes	-	-	-
Suhita Mukhopadhyay, Director*	Non-executive & Independent	-	-	-	-	-

\* Smt. Suhita Mukhopadhyay was appointed as Woman Director w.e.f.31.03.2015 and therefore, she could not attend any meetings of the Board in the financial year 2014-15.

### Shareholding of Directors and Key Managerial Personnel:

As on March 31, 2015, following shares of the Company were held by Directors and Key Managerial Personnel:

Name	Designation	No. of Shares held as on 31.03.2015
Mr. M.P. Jhunjhunwala	Chairman & Managing Director	5639434
Mr. V. Jhunjhunwala	Non-Executive Director	769333
Ms. Sumana Raychaudhuri	Company Secretary	—

### 3. Board Compensation

The Chairman and Managing Director, Mr. M P Jhunjhunwala is paid remuneration as per the Agreement entered into with the Company.

Mr. M P Jhunjhunwala is not paid any performance-linked incentive. The service of Mr. Jhunjhunwala is contractual for a period of three years. The Service contract had commenced with effect from 21.08.2012 and will conclude on 20.08.2015. The Non-Executive Directors are paid sitting fees for attending the board and committee meetings.

The details of remuneration and sitting fees paid to the directors of the Company for the financial year 2014-15 are given below:

Name of the Director	Relationship with other directors	Salaries & Perquisites	Sitting Fees for Board and Committee Meetings
		(Rs.)	(Rs.)
Mr M P Jhunjhunwala	Father of Mr. V Jhunjhunwala	35.06 lakhs	—
Mr Vikram Jhunjhunwala	Son of Mr M P Jhunjhunwala	—	40,000
Mr V K Mushran	—	—	—
Mr M G Todi	—	—	60,000
Mr.R.K.Sharma	—	—	40,000
Mr. A.K. Hajra	—	—	30,000
TOTAL			1,70,000

### 4. Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as laid down under Section 149 of the Companies Act, 2013 and Rules made hereunder and meet the criteria laid down by Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The appointment of the Independent Director is considered by the Nomination & Remuneration Committee after taking into account skill, experience and standing in their respective field or profession. The Board thereafter considers the Committee's decision and takes suitable action.

Every Independent director at the first meeting of the Board held every year provides a declaration regarding his independence which is then taken into record by the Company.

In accordance with Section 149 of the Companies Act, 2013, the Board of Directors have vide Resolution passed by Circulation dated 31.03.2015 appointed Ms. Suhita Mukhopadhyay, as a Woman Director and her appointment is subject to approval of the Members of the Company at the upcoming Annual General Meeting.

## COMMITTEES OF THE BOARD

### 5. Audit Committee:

Major changes, if any, in financial policies are reviewed or approved by this Committee. The Audit Committee, constituted in line with the composition as prescribed by the Code of Corporate Governance, presently comprises of 5 Directors and the Chairman is an independent non-executive director.

The Audit Committee Meetings are attended by the Manager (Finance & Accounts) who has been delegated the functions of a CFO in the Company, and the representatives of Statutory Auditors and Internal Auditors who are invited to the meetings as and when required. The Company Secretary acts as the Secretary of the Audit Committee.

The Audit Committee has been re-constituted in accordance with Section 177 of the Companies Act, 2013 w.e.f. 9.02.2015. After re-constitution, it consists of 4 Independent Directors and 1 Non-Executive Director.

The Terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with Stock Exchanges read with Section 177 of the Companies Act, 2013 read with Clause 49 (III) of the revised Listing Agreement with the Stock Exchanges. The Board has also included in the terms of reference of the Audit Committee the monitoring, implementing and review of risk management plan as required under Clause 49(VI) of the revised Listing Agreement with the Stock Exchanges.

The broad terms of reference of the Audit Committee, therefore, includes,

- a. Review of financial process and all financial results, statements and disclosures and recommend the same to the Board.
- b. Review the internal audit reports and discuss the same with the internal auditors;
- c. Review internal control systems and procedures;
- d. To meet the statutory auditors and discuss their findings, their scope of audit, post audit discussions, adequacy of internal audit functions, audit qualifications, if any, appointment/removal and remuneration of auditors, changes in accounting policies and practices, reviewing of all approval and disclosure of all related party transactions;
- e. Review with the management the performance of the internal auditors and statutory auditors and their remuneration;
- f. Compliance with Listing Agreement and other legal requirements.

The Committee held four meetings during the year 2014-2015 on 27.05.2014, 11.08.14, 14.11.2014 & 09.02.2015.

Name of Director	No. of meetings attended
Shri M G Todi	4
Shri V K Mushran	-
Shri Vikram Jhunjunwala	2
Shri RK Sharma	4
Shri A.K. Hajra*	None

\*Became a Member of the Committee after its re-constitution on 09.02.2015.

## 6. Nomination and Remuneration Committee

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 (IV) of the revised Listing Agreement the erstwhile Remuneration Committee / Compensation Committee has been renamed as Nomination and Remuneration Committee of the Board.

Except the Chairman & Managing Director, only the Non-Executive Director(s) of the Board is liable to retire by rotation. The appointment and remuneration of the Whole-Time Director designated as Chairman & Managing Director is governed by the resolution passed by the Board of Directors as per recommendations of the Nomination and Remuneration Committee which

covers the terms and conditions of such appointment read with service rules of the Company subject to final approval by the members. No severance fee is payable.

The committee presently comprises of 5 Directors. The Chairman is an independent non-executive director.

The Non-Executive Independent Directors do not hold any shares or Convertible Instruments of the Company.

Following are the terms of reference of such Committee:

- a) To review and approve/recommend remuneration for the Whole-Time Director designated as Chairman & Managing Director of the Company.
- b) To perform such functions as detailed in the Nomination and Remuneration Committee in accordance with Schedule IV relating to Code for Independent Directors under the Companies Act, 2013.
- c) To discharge such other functions as may be delegated to the Committee by the Board from time to time.
- d) To recommend draft of the Report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which will form part of the Directors' Report to shareholders

The remuneration to the Managing Director and Whole-Time Director(s) are decided on the basis of following criteria:

- (a) Industry trend;
- (b) Remuneration package in other comparable corporates;
- (c) Job responsibilities; and
- (d) Company's performance and individual's key performance areas.

Details of Remuneration of Chairman & Managing Director for the year 2014-2015

Mr. M P Jhunjunwala was re-appointed as the Chairman and Managing Director with effect from 21.08.2012 for a period of 3 years. The Central Govt, has accorded approval for payment of remuneration not exceeding Rs.36 lacs per annum to Mr. M P Jhunjunwala, Chairman & Managing Director. He was accordingly remunerated as follows during the Financial Year 2014-2015.

Rs. ( in lacs)

Salary	21.96
Perquisites	10.26
Contribution to Provident Fund	2.90
Total	35.12

The Company does not pay any remuneration except sitting fee to the non-executive and independent directors.

#### 7. Stakeholders' Relationship Committee:

The Board has renamed the Shareholders'/Investors' Grievance Committee as Stakeholders' Relationship Committee in accordance with Section 178 of the Companies Act, 2013 comprising of 5 Directors. The Chairman is a Non-Executive Independent Director.

Name of Director	No. of Meetings Attended
Mr M G Todi - Chairman	7
Mr Vikram Jhunjunwala	7
Mr V.K.Mushran	–
Mr. M.P.Jhunjunwala	5
Mr. R K Sharma	–

The Committee inter alia approves issue of duplicate certificates and oversees and reviews all matters connected with the transfer/transmission of securities and redressal of shareholders' complaints. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company, and recommends measures for overall improvement in the quality of investor services. The Committee performs all functions relating to interests of shareholders/investors of the Company as required by the provisions of Companies Act, 2013, Listing Agreements with the Stock Exchanges & Guidelines issued by the SEBI or any regulatory authority. It authorises the Company Secretary or other persons to take necessary action on the above matters.

The Committee also monitors the implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading Regulations), 1992. The Board has delegated the power of approving transfer of securities to the Managing Director as well as to the Company Secretary & Compliance Officer.

#### Shareholders' Complaints

The Company received **nil** complaints during the year. There was no share transfer pending as on March 31, 2015. All requests received from the shareholders

during the year 2014–15 were redressed and resolved within 30 days from their respective dates of receipt.

#### 8. Code of Ethics and Business Conduct

The Company has adopted a Code of Ethics and Business Conduct applicable to all Board Members and Senior Management of the Company, a copy of which is available on the Company's website [www.centuryextrusions.com](http://www.centuryextrusions.com). All the Board members and senior management personnel have confirmed compliance with the Code. Whistle Blower Policy has also been adopted by the Company as an extension to the Code of Ethics and Business Conduct.

The Chairman and Managing Director has submitted the following declaration to the Company:

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management in respect of the financial year 2014-2015.

(M P Jhunjunwala)  
Chairman and Managing Director

Dated: 2nd July, 2015

#### 9. Code for Prevention of Insider Trading

The Company has adopted an Insider Trading Code in terms of the SEBI (Prohibition of Insider Trading) Regulations 1992. All the directors, employees at senior management level and other employees who could have access to the unpublished price sensitive information of the Company are governed by this code. The Company regularly monitors transactions undertaken by the employees of the Company in terms of the Code. The Company also informs the Stock Exchange(s) periodically about the transactions undertaken by the designated employees and their shareholdings as per the regulations.

The Company has appointed the Company Secretary as Compliance Officer who is responsible for setting the procedures and implementation of the code of conduct for trading in Company's securities. During the year under review, there has been due compliance with the said code.

#### 10. Risk Management

The Company has formulated an Enterprise Risk Management Policy which has been approved and adopted by the Board of Directors of the Company. The Policy sets out procedures of assessment of

potential risks and the procedures to plan, arrange and control activities and resources of the Organization to minimize impact of uncertain events (potential risks) which would assist the management to exercise better control.

A note on risks and areas of concern affecting the business of the Company is provided in the Directors' Report and Management Discussion and Analysis.

## 11. General Body Meetings:

Location, date and time of the General Meetings held during the preceding 3 financial years are as follows:

AGM/EGM	LOCATION	DATE & TIME	SPECIAL RESOLUTION
AGM	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	13.08.2012 & 11.00 A.M	YES
AGM	-do-	07.08.2013 & 10.30 A.M..	NO
AGM	-do-	5.09.2014 & 10.30 A.M.	YES

### Postal Ballot

Section 110 of the Companies Act, 2013 has made the Postal Ballot mandatory in respect of certain resolutions. The Company has passed a Special Resolution relating to Section 180 of the Companies Act, 2013 vide Postal Ballot for obtaining approval of the Members of the Company and the notice of such Postal Ballot was given to all the Members of the Company on 28th February, 2015. The results of the Postal Ballot was announced on 31st March, 2015.

The following resolution was passed by way of Postal Ballot:

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or substitution or re-enactments thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 200 crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or

unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business ) and remaining undischarged at any given time, exceed the aggregate, for the time being in force, of the paid-up capital of the Company and its free reserves.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and / or expedient in that behalf.”

## 12. Disclosures:

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

1. There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company, which has potential conflict with the interests of the Company at large.
2. The Company follows Accounting Standards issued by the Central government in the preparation of financial statements; the Company has not adopted a treatment different from that prescribed in Accounting Standards.
3. The Company, during the year under review has duly complied with the provisions of Section 188 and 189 of the Companies Act, 2013 relating to approval of the Central Government for related party transactions.
4. The Company has complied with the requirements of the Stock Exchanges/SEBI/Statutory Authorities on all matters related to the capital market during the last three years. There were no penalties or strictures imposed by the Stock Exchanges, the SEBI or any other Statutory authority relating to the above period.
5. The Company has in place a mechanism to inform the Board members about the Risk Assessment and minimization procedures and periodical reviews to ensure that the critical risks are controlled by executive management.

6. The Board of Directors of the Company have received a certificate from the Chairman & Managing Director of the Company in compliance of clause 49(v) of the Listing agreement.
7. The Company has not made any public issue/rights issue/preferential issue during the period under review.
8. The Company presently has a Whistle Blower Mechanism.

### 13. Means of Communication:

- Quarterly Disclosures: Quarterly, Half Yearly and Annual financial results are published in Business Standard (English Daily) and Kalantar (Bengali Daily) newspapers.
- News Release: Official News releases are displayed at the Company's website, www.centuryextrusions.com
- Website: The Company's website www.centuryextrusions.com contains a separate dedicated section where shareholders information is available. Full Annual Report is also available on the web-site in a user-friendly and downloadable form.
- Information on BSE-NSE website: The Company posts financial results and other shareholders' related information on the website of the Bombay Stock Exchange Ltd and The National Stock Exchange of India Ltd where the shares of the Company are listed.

### 14. Shareholder Information:

Annual General Meeting:

Date : 7th September, 2015

Time : 10.30 A.M.

Venue: Bharatiya Bhasha Parishad, Sitaram Seksaria Auditorium, 36A, Shakespeare Sarani, Kolkata-700017

### 15. Financial Calendar :

April to March Publication of results for the Financial Year 2015-16

First Quarter results Before 14th August, 2015

Second Quarter and half- yearly results Before 14th November 2015

Third Quarter results Before 14th February 2016

Fourth Quarter results Before 31st May 2016

and results for the year ending on 31.03.2016

Book Closure: From: 1st September, 2015 to 7th September, 2015 (both days inclusive)

### 16. Listing on Stock Exchanges and Stock Code:

The Equity shares of the Company are listed on the following Stock Exchanges:

- i. The Bombay Stock Exchange Ltd

Code : 500083

- ii. National Stock Exchange of India Ltd.

Code: CENTEXT EQ

ISIN Number for shares in Electronic Form is INE281A01026.

Annual Listing Fees have been paid to the BSE and NSE for the financial year 2014-2015.

### 17. Market Price Data:

Monthly high and low quotation of shares traded on The Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Ltd. (NSE) for the year 2014-2015:

MONTH	BSE		NSE	
	HIGH (Rs.)	LOW(Rs.)	HIGH(Rs.)	LOW (Rs.)
APRIL-2014	1.64	1.23	1.50	1.20
MAY-2014	1.78	1.18	1.65	1.20
JUNE-2014	2.56	1.62	2.40	1.60
JULY-2014	2.13	1.72	1.95	1.65
AUGUST-2014	1.95	1.48	1.90	1.50
SEPTEMBER-2014	2.00	1.55	2.00	1.55
OCTOBER-2014	2.43	1.58	2.30	1.70
NOVEMBER-2014	2.50	1.51	2.35	1.80
DECEMBER-2014	2.38	1.85	2.25	1.80
JANUARY-2015	2.00	1.76	2.00	1.70
FEBRUARY-2015	1.95	1.62	2.00	1.60
MARCH-2015	1.86	1.03	1.75	1.15

### 18. The Distribution of Shareholding as on 31-03-2015:

No. of Equity Shares held	No. of Shareholders	% of shareholders	Total No. of Shares	% of shareholding
Upto 500	12484	61.8694	2581164	3.2265
501 to 1000	3241	16.0620	2888146	3.6102
1001 to 2000	1791	8.8760	2942866	3.6786
2001 to 3000	709	3.5137	1888009	2.3600
3001 to 4000	345	1.7098	1271441	1.5893
4001 to 5000	425	2.1063	2071025	2.5888
5001 to 10000	587	2.9091	4590594	5.7382
10001 to 50000	493	2.4433	10317886	12.8974
50001 to 100000	59	0.2924	4154911	5.1936
100000 and above	44	0.2181	47293958	59.1174
<b>Total</b>	<b>20178</b>	<b>100.0000</b>	<b>80000000</b>	<b>100.0000</b>

### 19. Categories of Shareholders as on 31st March 2015 :

Category	No. of Shares held	% of paid-up Capital
a. P romoters, Relatives and Associates	41628649	52.0358
b. Financial & Investment Institutions	2600	0.0032
c. Mutual Funds	1800	0.0023
d. Non-Resident Individuals	1566753	1.9584
e. Bodies Corporate [other than those covered in (a) & (b) above]	3565865	4.4573
f. Indian Public	33232433	41.5406
g. Others	1900	0.0024
<b>Total</b>	<b>80000000</b>	<b>100.0000</b>

### 20. Dematerialization of Shares and Liquidity:

Trading in the Company's shares is permitted only in dematerialized form for all investors. The Company has established connectivity with National Securities Depository Limited and Central Depository Services (India) Limited through the Registrars, CB Management Services Pvt. Limited, whereby the investors have the option to dematerialize their shareholdings in the Company.

#### Status of Dematerialization as on March 31, 2015:

Particulars	No. of Shares	Percentage of total Capital	Number of Accounts
National Securities Depository Limited	65551749	81.94	9407
Central Depository Services (India) Limited	13244388	16.56	5702
Total Dematerialized	78796137	98.50	15109
Physical	1203863	1.50	5069
<b>Grand Total</b>	<b>80000000</b>	<b>100</b>	<b>20178</b>

### 21. Registrar and Share Transfer Agents

CB Management Services Pvt. Limited,  
P-22, Bondel Road, Kolkata-700019, Telephone : +91 33 22806692/6693/6694, Fax : +91 33 2287-0263  
E-mail : rta@cbmsl.com



## 22. Reconciliation of Share Capital:

As stipulated by SEBI, a qualified practicing Company Secretary carries out Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

## 23. Share Transfer System:

Shares are transferred at the meeting of the "Stakeholders Relationship Committee" of the Directors which meets at frequent intervals.

### Plant Location:

Century Extrusions Limited  
WBIIDC Industrial Growth Centre, Plot No.7A,  
Sector -B, P.O. Rakhajungle,  
Pin: 721301, Kharagpur Dist. Midnapore (West Bengal)

### Address for Correspondence:

Century Extrusions Ltd.,  
113, Park Street,  
'N' Block, 2nd Floor,  
Kolkata-700 016.  
Phone Nos.: 91 33 2229-1291/1012  
Fax No. + 91 33-22261110  
e-mail:century@centuryextrusions.com  
Email ID for Investor Complaint: investors@centuryextrusions.com

OR

CB Management Services Pvt. Ltd.  
Registrar & Share Transfer Agents  
P-22, Bondel Road, Kolkata-700019  
Telephone : +91 33 22806692,6693,6694  
Fax : +91 33 2287-0263  
E-mail : rta@cbmsl.com

Website: The Company's website [www.centuryextrusions.com](http://www.centuryextrusions.com) contains comprehensive information about the Company, its products, press releases and investor relations. The Shareholder Referencer in the website serves as a Guide for all the investors by providing key information.

## Status of Unpaid Dividend

Dividend for the year	Amt.of Dividend (Rs. In Lakhs)	Amt. of Unpaid Dividend 31.03.2014 (Rs. In Lakhs)	% of Dividend Unpaid	Due Date of transfer to IEPF
2007-08	47	1.26	2.69	05.10.2015
2008-09	80	1.38	1.72	06.10.2016
2009-10	80	1.46	1.83	05.10.2017



## CORPORATE GOVERNANCE CERTIFICATE

### CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To  
The Members of  
Century Extrusions Limited

We have reviewed the compliance of conditions of Corporate Governance by Century Extrusions Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the listing agreement of the Company with Stock Exchanges, with the relevant records and documents maintained by the Company and furnished to us.

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

No investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company. We certify that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges have been complied with in all respects by the Company.

**For ALPS & CO.**  
**Chartered Accountants**  
**Firm's ICAI Registration No. 313132E**

**Place: Kolkata**  
**Dated: July 2, 2015**

**A.K.Khetawat**  
**Partner**  
**Membership No. 052751**

### CHAIRMAN & MANAGING DIRECTOR AND CEO & CFO CERTIFICATION

We, M. P. Jhunjhunwala, Chairman and Managing Director and Pradeep Agarwal, Deputy General Manager-Finance & Accounts of Century Extrusions Ltd. to the best of our knowledge and belief, certify that:

We have reviewed financial statements and cash flow statement for the year;

1. Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the company's affairs, and are in compliance with the existing accounting standards and / or applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct;
4. We are responsible for establishing and maintaining internal controls, and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of Director
  - a) significant changes in internal controls during the year;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal controls system.

Place : Kolkata  
Date : July 2, 2015

**M P Jhunjhunwala**  
**Chairman & Managing Director**

**Pradeep Agarwal**  
**Deputy General Manager**  
**-Finance & Accounts**

**FORM NO. MR - 3****For the Financial Year ended March 31, 2015****[Pursuant to Section 204(1) of the Companies Act, 2013 and****Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
Century Extrusions Limited  
113, Park Street  
N Block, 2nd Floor  
Kolkata-700016  
West Bengal

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Century Extrusions Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) No industry specific law is applicable to the Company.



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (not notified for implementation during the year).
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited & National Stock Exchange India Limited.

During the audit period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded, if any, as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period the Company had not gone through any specific events having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as Annexure A and forms as an integral part of this report.

Place: Kolkata

Date: June 30, 2015

**K. C. Khowala**  
Company Secretary in practice

ACS No. 4695

CP No. 2421

**“Annexure A”****(To the Secretarial Audit Report of Century Extrusions Limited for the financial year ended March 31, 2015)**

To,  
The Members,  
Century Extrusions Limited  
113, Park Street  
N Block, 2nd Floor  
Kolkata- 700016  
West Bengal

Our Secretarial Audit Report for the financial year ended March 31, 2015 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for a opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules, regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

K. C. Khowala  
Company Secretary in practice

Place: Kolkata

ACS No. 4695

Date: June 30, 2015

CP No. 2421



To The Members of **CENTURY EXTRUSIONS LIMITED**,

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of CENTURY EXTRUSIONS LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management’s Responsibility for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its Profit and its cash flow for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2015 ("the Order"), issued by the Central Government of India in terms of Section 143) of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable to the Company.
2. As required by section 143(3) of the Act, we report that:
  - 2.1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - 2.2. In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books.
  - 2.3. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of the account.
  - 2.4. In our opinion, the standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - 2.5. On the basis of written representations received from the directors, as on 31st March, 2015 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2015 from being appointed as Director in terms of Section 164(2) of the Act.
  - 2.6 With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For ALPS & CO.**  
**Chartered Accountants**  
**Firm's ICAI Regn. No. 313132E**

**Kolkata**  
**Dated: 2nd day of July, 2015**

**(A.K.Khetawat)**  
**Partner**  
**Membership No. 052751**

**(Referred to in paragraph 1 of the Report on other legal and regulatory requirements of the Independent Auditor's Report to the Members of the Company of even date):**

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The management has physically verified its fixed assets at reasonable intervals, which in our opinion is reasonable having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such verification.
- 2) (a) The inventories have been physically verified by the management during the year at reasonable intervals.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.  
(c) The Company has maintained proper records of inventories and discrepancies noticed on physical verification were not material.
- 3) The company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the Register maintained under Section 189 of the Companies Act, 2013. As the company has not granted any loans secured or unsecured, to parties listed in the Register maintained under Section 189 of the Companies Act, 2013, paragraphs (iii) (b) and (c) of the Order, are not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed continuing failure of any major weakness in internal controls.
- 5) In our opinion and according to information and explanation given to us, during the year, the Company has not accepted any deposits from the public as defined under sections 73 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- 6) The Company has maintained the cost records as prescribed by the Central Government under sub section (1) of section 148 of the Act.
- 7) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax Cess and any other statutory dues applicable to it except for few cases where there was delay in depositing of Provident Fund and Employees State Insurance Contribution with the appropriate authorities. According to information and explanations given to us, there are no undisputed amounts payable in respect of aforesaid dues which were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.  
(b) The disputed statutory dues aggregating Rs.280.53 lakhs, that have not been deposited on account of matters pending before appropriate authorities are as under:



Nature of Statute	Nature of Dues	Amount (in INR)	Period to which the amount relates	Forum where dispute is pending
West Bengal Sales Tax Act, 1994	State Sales Tax	3.63 Lakhs	2004-05	West Bengal Commercial Appellate & Revisional Board, Kolkata
West Bengal Vat Act, 2003	Value Added Tax	10.31 Lakhs	2005-06 & 2006-07	West Bengal Commercial Appellate & Revisional Board, Kolkata
West Bengal Vat Act, 2003	Value Added Tax	4.31 Lakhs 8.79 Lakhs	2009-10 & 2010-11, 2011-12	Joint Commissioner of Sales Tax Sr. Joint Commissioner of Sales Tax
Central Sales Tax Act, 1956	Central Sales Tax	95.06 Lakhs	2003-04, 2004-05, 2006-07, 2007-08 & 2008-09	West Bengal Commercial Appellate & Revisional Board, Kolkata
		104.52 Lakhs	2009-10 & 2010-11	Joint Commissioner of Sales Tax
		53.91 Lakhs	2011-12	Sr. Joint Commissioner of Sales Tax

- (c) According to the records of the Company, during the year the Company does not require to transfer any unpaid amount payable to the Investors Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder and therefore provisions on clauses 3(vii)(c) of the Order is not applicable to the Company.
- 8) The company has no accumulated losses at the end of financial year nor it has incurred cash losses during the financial year under review and in immediately preceding financial year.
- 9) According to the information and explanations given to us and audit in accordance with generally accepted auditing practices, in our opinion, the company has not defaulted in repayments of dues to financial institutions or banks or debenture holders.
- 10) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- 11) During the year, the Company has taken term loans, which have been applied for the purposes for which they were raised.
- 12) In our opinion and according to information and explanations given to us, during the year, no fraud on or by the Company has been noticed or reported.

**For A L P S & CO.**  
**Chartered Accountants**  
**Firm's ICAI Regn. No. 313132E**  
**(A.K.Khetawat)**  
**Partner**  
**Membership No. 052751**

**Kolkata**

**Dated: 2nd day of July, 2015**



## BALANCE SHEET

(Rs. In lacs)

	Note No.	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Fund</b>			
Share Capital	1	800	800
Reserves & Surplus	2	<u>2900</u>	<u>2767</u>
		<b>3700</b>	<b>3567</b>
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	3	196	284
Deferred Tax Liabilities (Net)	4	–	38
Other Long Term Liabilities	5	–	5
Long Term Provisions	6	<u>130</u>	<u>118</u>
		<b>326</b>	<b>445</b>
<b>Current Liabilities</b>			
Short Term Borrowings	7	2713	2729
Trade Payables	8	1306	1161
Other Current Liabilities	9	1111	1548
Short Term Provisions	10	<u>60</u>	<u>48</u>
		<b>5190</b>	<b>5486</b>
<b>Total</b>		<b><u>9216</u></b>	<b><u>9498</u></b>
<b>II. ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
<b>Fixed Assets</b>			
	11		
Tangible Assets		3644	3735
Intangible Assets		10	20
Capital Work-in-Progress		<u>–</u>	<u>9</u>
		<b>3654</b>	<b>3764</b>
Long Term Loans and Advances	12	743	780
<b>Current Assets</b>			
Inventories	13	1937	1777
Trade Receivables	14	1959	2471
Cash & Bank Balances	15	395	361
Short Term Loans and Advances	16	<u>528</u>	<u>345</u>
		<b>4819</b>	<b>4954</b>
<b>Total</b>		<b><u>9216</u></b>	<b><u>9498</u></b>
<b>Significant Accounting Policies</b>	35		

The accompanying Notes form integral part of the Accounts  
As per our report of even date attached

### for A L P S & CO.

Chartered Accountants

### A K Khetawat

Partner

Membership No.052751

Kolkata

Dated : 2nd day of July, 2015

**M. P. Jhunjunwala**

Chairman & Managing Director

**Pradeep Agarwal**

DGM - Finance & Accounts

**Sumana Raychaudhuri**

Company Secretary

**M. G. Todri**

**A. K. Hazra**

**Suhita Mukhopadhyay**

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(Rs. In lacs)

	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
<b>INCOME</b>			
Revenue From Operations	17	17384	19042
Other Income	18	<u>372</u>	<u>301</u>
		<u>17756</u>	<u>19343</u>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	19	13609	14374
Change in Inventories	20	(19)	438
Employee Benefit Expenses	21	988	1015
Finance Costs	22	746	816
Depreciation & Amortization Expenses	11	337	441
Other Expenses	23	<u>1994</u>	<u>2510</u>
		<u>17655</u>	<u>19594</u>
Profit before Exceptional and Extraordinary Items and Tax		101	(251)
Exceptional Items		(3)	3
Profit before Extraordinary Items and Tax		104	(254)
Extraordinary Items		-	-
<b>PROFIT BEFORE TAX</b>		<b>104</b>	<b>(254)</b>
Tax Expenses:			
Deferred Tax		38	149
Minimum Alternate Tax Credit Entitlement		1	-
Income Tax Adjustment for Earlier Years		1	1
<b>Profit/(Loss) for the Year</b>		<u>144</u>	<u>(104)</u>
Basic and Diluted Earning Per Share Rs.		0.18	(0.13)
Face Value of Equity Share Rs.		1.00	1.00

**Accounting Policies**

35

The accompanying Notes form integral part of the Accounts  
As per our report of even date attached

**for ALPS & CO.**

Chartered Accountants

**A K Khetawat**

Partner

Membership No.052751

Kolkata

Dated : 2nd day of July, 2015

**M. P. Jhunjunwala**

Chairman & Managing Director

**Pradeep Agarwal**

DGM - Finance & Accounts

**Sumana Raychaudhuri**

Company Secretary

**M. G. Todi**

**A. K. Hazra**

**Suhita Mukhopadhyay**

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## CASH FLOW STATEMENT

(Rs.in lacs)

For the year ended 31st March

	2015	2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) before tax :	104	(254)
Adjustment for :		
Industrial Promotion Assistance	(211)	(202)
Depreciation	337	441
Provision for Doubtful Debts/Advance	–	1
Liabilities no Longer Payable written back	(27)	(34)
Exchange Fluctuation	(2)	10
	97	216
(Profit)/Loss on sale of fixed assets	9	14
Interest Paid	632	682
Less : Interest Received	(130)	(62)
Operating Profit before working capital changes	712	596
Adjustment for :		
Trade and other receivables	411	(247)
Inventories	(160)	476
Trade payables and Provisions	66	283
Cash generated from operations	1029	1108
Direct Taxes Paid	4	(16)
<b>Net cash from operating activities</b>	<b>1033</b>	<b>1092</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(224)	(138)
Sale/Adjustment of fixed assets	3	27
Interest received	41	32
Net cash used in investing activities	(180)	(79)
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Proceeds from long term borrowings	(441)	(310)
Proceeds from short term borrowings	(16)	(345)
Interest paid	(615)	(670)
Capital Investment Subsidy	245	292
Net cash used in financing activities	(827)	(1033)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>26</b>	<b>(20)</b>
Cash and cash equivalents opening balance:		
Cash and bank balance	53	73
Cash and cash equivalents closing balance:		
Cash and bank balance	79	53

As per our report of even date attached

**for ALPS & CO.**

Chartered Accountants

**A K Khetawat**

Partner

Membership No.052751

Kolkata

Dated : 2nd day of July, 2015

**M. P. Jhunjhunwala**

Chairman & Managing Director

**Pradeep Agarwal**

DGM - Finance & Accounts

**Sumana Raychaudhuri**

Company Secretary

**M. G. Todi**

**A. K. Hazra**

**Suhita Mukhopadhyay**

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(Rs. In lacs)

**Note 1****SHARE CAPITAL****AUTHORISED**

12,00,00,000 Equity Shares of Re.1/- each

<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
--------------------------------------	--------------------------------------

**1200**

1200

**1200**

1200

**ISSUED, SUBSCRIBED & PAID UP**

80,00,00,000 Equity Shares of Re.1/- each fully paid up

**800**

800

**800**

800

## a. Terms / Rights attached to Equity Shares :

The Company has only equity shares having a par value of Re.1/- per share. Each holder of Equity Shares is entitled to one vote per share and the dividend, if proposed by the Board of Directors and approved by the Shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares shall be entitled to receive proportionately, any of the remaining assets of the Company after distribution of all preferential amounts.

## b. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

The Company has neither issued nor bought back any shares during the financial year under review, hence there is no change in number of shares outstanding at the beginning and end of the year.

## c. The Company is not a Subsidiary Company.

## d. The Company has neither issued any Bonus Shares nor allotted any shares pursuant to a contract without payment received in cash nor bought back any shares during the financial year and in the immediately preceding five financial years.

## e. Details of Shareholders holding more than 5% Shares in the Company :

	<b>As at 31.03.2015</b>		<b>As at 31.03.2014</b>	
	<b>% of Holding</b>	<b>Number</b>	<b>% of Holding</b>	<b>Number</b>
Century Aluminium Mfg. Co. Ltd.	<b>16.23</b>	<b>12,984,701</b>	16.23	12,984,701
Vintage Securities Ltd.	<b>8.36</b>	<b>6,688,831</b>	8.36	6,688,831
Vintage Capital Markets Ltd.	<b>7.41</b>	<b>5,930,125</b>	7.41	5,930,125
Madhab Prasad Jhunjhunwala	<b>7.05</b>	<b>5,639,434</b>	7.04	5,633,934
Jeco Exports and Finance Ltd.	<b>6.04</b>	<b>4,830,225</b>	6.04	4,830,225

## f. There is no Shares reserved for issue under options.

## g. There is no Convertible Securities outstanding at the end of the reporting period.

(Rs. In lacs)

**Note 2**

**RESERVES & SURPLUS**

Securities Premium Account

Balance as at Beginning of the Year

Addition during the Year

Deduction during the Year

Balance as at end of the Year

**Capital Investment Subsidy**

Balance as at Beginning of the Year

Addition during the Year

Deduction during the Year

Balance as at end of the Year

**Surplus/(Deficit) in the Statement of Profit and Loss**

Balance as at Beginning of the Year

Profit for the Year

Amortisation of Depreciation due to change of  
useful life (Refer Note No. 11)

Balance as at end of the Year

	<b>As at 31st March 2015</b>	As at 31st March 2014
	<b>990</b>	990
	–	–
	–	–
	<b>990</b>	990
	<b>130</b>	90
	<b>42</b>	40
	–	–
	<b>172</b>	130
	<b>1647</b>	1751
	<b>144</b>	(104)
	<b>(53)</b>	–
	<b>1738</b>	1647
	<b>2900</b>	2767

**Note 3**

**LONG TERM BORROWINGS**

**Secured**

Term Loan from Banks

Vehicles Loan from Banks

**Unsecured**

From Bodies Corporate

	<b>50</b>	250
	<b>10</b>	7
	<b>136</b>	27
	<b>196</b>	284

**3.1 Term Loan from Banks referred above to the extent of :**

a. **Rs. 76 lacs** includes Rs.51 lacs shown in Current maturities of Long Term Borrowings (refer note no.9) from Axis Bank is secured by first charge on entire fixed assets of the Company on Pari passu basis along with State Bank of India and Government of West Bengal and Second charge on the entire current assets both present and future of the Company on Pari passu basis with other Corporate Loan lenders. Further, the loan has been guaranteed by the personal guarantee of the Chairman & Managing Director and one other Director of the Company.

Repayable in 12 quarterly installments of Rs. 12 Lacs each, commencing from December, 2013. Last installment due in September, 2016. Rate of interest 14.40% p.a. as at year end.

b. **Rs. 92 lacs** includes Rs.67 lacs shown in Current maturities of Long Term Borrowings (refer note no.9) from State Bank of India is secured by first charge on entire fixed assets of the Company on Pari passu basis along with Axis Bank and Government of West Bengal and Second charge on the entire current assets both present and future of the Company on Pari passu basis with other Corporate Loan lenders. Further, the loan has been guaranteed by the personal guarantee of the Chairman & Managing Director and one other Director of the Company.

Repayable in 12 quarterly installments of Rs. 12 Lacs each, commencing from December, 2013. Last installment due in September, 2016. Rate of interest 14.50% p.a. as at year end.

### 3.2 Vehicle Loan from Banks referred above to the extent of :

a. **Rs.3 lacs** includes Rs.1 lac shown in Current maturities of Long Term Borrowings (refer note no.9) from Axis Bank are secured by hypothecation of vehicles purchased out of the said loan.

b. **Rs.3 lacs** includes Rs.1 lac shown in Current maturities of Long Term Borrowings (refer note no.9) from Axis Bank are secured by hypothecation of vehicles purchased out of the said loan.

c. **Rs.9 lacs** includes Rs.3 lac shown in Current maturities of Long Term Borrowings (refer note no.9) from Kotak Mahindra Bank are secured by hypothecation of vehicles purchased out of the said loan.

Repayable in 60 equated monthly installments of Rs.Nil (10577) each, commencing from July,2012. Last installment due in June,2017. Rate of interest 11.59% p.a. as at year end.

Repayable in 60 equated monthly installments of Rs.Nil (8336) each, commencing from August,2013. Last installment due in July,2018. Rate of interest 10.25% p.a. as at year end.

Repayable in 36 equated monthly installments of Rs.Nil (32503) each, commencing from November,2014. Last installment due in October,2017. Rate of interest 10.49% p.a. as at year end.

#### Note 4

##### DEFERRED TAX LIABILITIES (NET)

###### Deferred Tax Liabilities

On Timing Differences on Depreciation

**368**

359

###### Deferred Tax Assets

On Unabsorbed Depreciation Loses

**305**

268

On Other Timing Differences

**63**

53

**368**

321

**-**

38

#### Note 5

##### OTHER LONG TERM LIABILITIES

Other Payables

**-**

5

**-**

5

#### Note 6

##### LONG TERM PROVISIONS

Provision for Employee Benefits

Provision for Leave Encashments (Refer Note No.24)

**31**

29

Provision for Gratuity (Refer Note No.24)

**99**

89

**130**

118

(Rs. In lacs)

**As at  
31st March  
2015**

As at  
31st March  
2014

Rs. In lacs)

<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
--------------------------------------	--------------------------------------

**Note 7**

**SHORT TERM BORROWINGS**

**Secured**

**Loan Repayment on Demand :**

Working Capital Loan	<b>1946</b>	1583
Channel Financing	<b>547</b>	902

**Unsecured**

Loans from Bodies Corporate	<b>220</b>	244
	<b>2713</b>	2729

- a. Working Capital Loan from Banks are secured - i) By first Hypothecation of stock and receivables and all other current assets of the Company, present and future on Pari-passu basis among consortium Bankers. ii) By second charge on entire fixed assets of the Company on Pari-passu basis among consortium Bankers along with Government of West Bengal for Sales Tax Loan. iii) By personal guarantees of the Chairman & Managing Director and one other Director of the company.
- b. Channel Financing from ICICI Bank Ltd. is secured against pledge of fixed deposit to the extent of 15% of sanctioned limit. It is further secured by personal guarantee of the Chairman & Managing Director and one other director of the Company.
- c. Channel Financing from Yes Bank Ltd. is secured against pledge of fixed deposit to the extent of 15% of sanctioned limit. It is further secured by personal guarantee of the Chairman & Managing Director and one other director of the Company.

**Note 8**

**TRADE PAYABLES**

Trade Payables	<b>1305</b>	1159
MSME Parties (refer note no.32)	<b>1</b>	2
	<b>1306</b>	1161

8.1 Private Company in which director is interested as director (Current Year Rs.729, Previous Year Rs. Nil)	-	-
---	---	---

**Note 9**

**OTHER CURRENT LIABILITIES**

Current maturities of Long-term borrowings (Refer Note No.3.1 to 3.2 for Terms & Conditions)	<b>495</b>	848
Interest Accrued but not due on borrowings	<b>55</b>	38
Unpaid Dividend Accounts	<b>4</b>	4
Deposits from Dealers etc.	<b>57</b>	95
Advance against sales	<b>175</b>	122
Statutory Dues	<b>25</b>	31
Other Payables	<b>300</b>	410
	<b>1111</b>	1548

Note : Other Payable includes Rs. 24500/- due to relative of Director



### 9.1 Current Maturities of Long Term Borrowing includes

#### Term Loan from Bank referred above to the extent of :

**Rs. 13 lacs** from Axis Bank is secured by first charge on entire fixed assets of the Company on Pari passu basis along with State Bank of India and Government of West Bengal and Second charge on the entire current assets of the Company on Pari passu basis with other member Banks, boths present and future. Futher, the loan has been guaranteed by the personal gurantee of the Chairman & Managing Director and one other Director of the Company.

Repayable in 12 quarterly installments, First 11 Installments of Rs. 17 Lacs each,commencing from July, 2012. Last installment of Rs. 13 Lacs due in April 2015. Rate of interest 14.40% p.a. as at year end.

### 9.2 Vehicle Loan from Banks referred above to the extent of :

**Rs.2 lacs** from Axis Bank are secured by hypothecation of vehicles purchased out of the said loan.

Repayable in 60 equated monthly installments of Rs.Nil (17038) each, commencing from May,2011. Last installment due in April 2016. Rate of interest 10.59% p.a. as at year end.

### 9.3 Term Loan from Government of West Bengal referred above to the extent of :

**Rs.160 lacs** from Govt. of West Bengal is secured by first charge on entire fixed assets of the Company both present and future on Pari-passu basis along with Axis Bank and State Bank of India. The Company is defaulted in repayment of Rs.80 lacs to the Govt. of West Bengal.

Repayable in 5 Yearly installments of Rs. 80 Lacs each,commencing from November, 2010. Last installment due in November 2014. Rate of Interest 8.75%.

### 9.4 Sales Tax Loan from Government of West Bengal referred above to the extent of :

**Rs.196 lacs** from Govt. of West Bengal is secured by way of residuary charge on all fixed assets of the Company, both present and future, situated at Company's factory at Kharagpur in West Bengal.

Repayable in 8 Yearly installments of Rs. 39 Lacs each,commencing from March, 2011. Last installment due in March 2018.Rate of Interest 8.75%.

#### Note 10

#### SHORT TERM PROVISIONS

Provision for Employee Benefits :

Provision for Gratuity (Refer Note No. 25)

Provision for Leave (Refer Note No. 25)

(Rs. In lacs)	
As at 31st March 2015	As at 31st March 2014
50	40
10	8
<u>60</u>	<u>48</u>

**Note 11**
**FIXED ASSETS**

(Rs. In lacs)

DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK			
	As on 01.04.2014	Addition	Sale/ Adjustment	As at 31.03.2015	Up to 01.04.2014	For the Year	For the Amortisa- tion due to Change of useful life	Sale/ Adjust- ment	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>I. TANGIBLE ASSETS</b>											
Leasehold Land	146	-	-	146	-	-	-	-	-	146	146
(Inclusive of site Development)											
Building	1,097	17	-	1,114	378	35	5	-	418	696	719
Plant & Machinery	5,030	263	112	5,181	2,485	264	22	107	2,664	2,517	2,545
Electric Installations	407	-	-	407	168	16	3	-	187	220	239
Vehicles	70	12	-	82	30	9	-	-	39	43	40
Furniture & Fittings	72	1	2	71	50	4	5	1	58	13	22
Office Equipments	102	2	-	104	78	5	12	-	95	9	24
<b>Total</b>	<b>6,924</b>	<b>295</b>	<b>114</b>	<b>7,105</b>	<b>3,189</b>	<b>333</b>	<b>47</b>	<b>108</b>	<b>3,461</b>	<b>3,644</b>	<b>3,735</b>
Previous Year	7,093	78	247	6,924	2,962	433	-	206	3,189	-	9
Capital Work-in-Progress											
<b>II. INTANGIBLE ASSETS</b>											
Computer Software	63	-	-	63	43	4	6	-	53	10	20
<b>Total</b>	<b>63</b>	<b>-</b>	<b>-</b>	<b>63</b>	<b>43</b>	<b>4</b>	<b>6</b>	<b>-</b>	<b>53</b>	<b>10</b>	<b>20</b>
Previous Year	63	-	-	63	35	8	-	-	43	-	-
Intangible Assets under Development											

Note :

- Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised cover the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted in the opening balance of Profit & Loss Account amounting to Rs. 53 lacs.
- The lease period of a part comprising 0.66 acres (Previous year 0.33 acres) of the company's factory land out of the total land area of 7.3171 acres at Kharagpur has expired and is pending renewal from West Bengal Industrial Infrastructure Development Corporation Ltd. (WBIIDC). The lease renewal is in process.
- Leasehold Land includes Lease Premium Rs. 134 lacs (Previous Year Rs. 134 lacs) in respect of which Registration is pending.

(Rs. In lacs)

	<b>As at 31st March 2015</b>	As at 31st March 2014
<b>Note 12</b>		
<b>LONG TERM LOANS AND ADVANCES</b>		
<b>Unsecured, considered good</b>		
Security Deposit (Considered Good)	67	48
Doubtful	4	4
	<u>71</u>	<u>52</u>
Less : Provision for Doubtful Deposits	4	4
	<u>67</u>	<u>48</u>
Capital advances	–	62
Advance Income Tax (Net of Provision for Tax)	137	139
Other Loans & Advances	539	531
	<u>743</u>	<u>780</u>
<b>12.1 Security Deposit includes</b>		
Due from Private Company in which relative of two directors are interested as director	65	40
	<u>65</u>	<u>40</u>
<b>Note 13</b>		
<b>INVENTORIES</b>		
Raw Materials	152	112
Work-in-Progress	1047	990
Finished Goods	164	202
Stores & Spare Parts	574	473
	<u>1937</u>	<u>1777</u>
<b>Note 14</b>		
<b>TRADE RECEIVABLES</b>		
<b>Unsecured</b>		
Over six months (Considered Good)	63	63
Doubtful	–	–
Current Year Rs.9379, Previous Year Rs.9379)	<u>63</u>	<u>63</u>
Less : Provision for Doubtful Debts	–	–
	<u>63</u>	<u>63</u>
Other Receivables (Considered Good)	1896	2408
	<u>1896</u>	<u>2408</u>
	<u>1959</u>	<u>2471</u>
<b>14.1 Private Company in which director is interested as director</b>		
(Current Year Rs. 10994, Previous Year Rs. Nil)	–	–
	<u>–</u>	<u>–</u>

(Rs. In lacs)

**Note 15**

**CASH AND BANK BALANCES**

**Cash and Cash Equivalents**

**Balance with Banks in Current Account**

Cash in Hand

**Other Bank Balances**

Fixed Deposit :-

Maturity within 12 months

Maturity more than 12 months

On Unpaid Dividend Account

**As at  
31st March  
2015**

As at  
31st March  
2014

50

35

29

18

179

118

133

186

4

4

**395**

**361**

15.1 Fixed Deposit valued Rs.312 lacs (Previous Year Rs.304 lacs) is pledged with Banks as Margin Money

**Note 16**

**SHORT TERM LOANS AND ADVANCES**

(Unsecured - Considered good))

Deposits

Debit Balance in Trade Payable

Balance with Government Authorities

Assets Hold for Sale

Others

11

34

46

189

47

32

5

11

419

79

**528**

**345**

16.1 Security Deposit includes

Due from Private Company in which relative of two directors are interested as director

—

25

—

25

**Note 17**

**REVENUE FROM OPERATIONS**

Sale of Products

Manufacturing Sales

Revenue from Operations (Gross)

Less : Excise Duty

Revenue from Operations (Net)

19438

21300

19438

21300

2054

2258

**17384**

**19042**

17.1 Particulars

**Manufactured Finished Goods**

Aluminium Extrusions

Power T & D Hardware

Others

Sales Value

Closing Inventory

Opening Inventory

19210

164

202

(20692)

202

—

—

(303)

26

—

—

(305)

19438

**164**

**202**

(21300)

17.2 Figures in brackets represent previous year figure.

(Rs. In lacs)

**Note 18**

**OTHER INCOME**

	<b>As at 31st March 2015</b>	<b>As at 31st March 2014</b>
Interest Income on Bank Deposit	130	62
Doubtful Advance/Debts Written Back	-	1
Other Non-Operating Income		
Miscellaneous Income	30	35
Rent Received	1	1
(Current Year Rs.63500, Previous Year Rs.58625)		
Industrial Promotion Assistance	211	202
	<u>372</u>	<u>301</u>

**Note 19**

**COST OF MATERIALS CONSUMED**

**Raw Material Consumed**

Aluminium Ingots, Billets	13277	13965
Others	332	409
	<u>13609</u>	<u>14374</u>

**Imported and Indigenous Raw Materials Consumed :**

	<b>Year ended 31st March, 2015</b>		<b>Year ended 31st March, 2014</b>	
	Rs.	%	%	Rs.
Imported	9	1178	6	914
Indigenous	91	12431	94	13460
	<u>100</u>	<u>13609</u>	<u>100</u>	<u>14374</u>

**Note 20**

**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE**

**Inventories at the beginning of the year**

Work-in-Progress	990	1381
Finished Goods	202	249
	<u>1192</u>	<u>1630</u>

**Inventories at the end of the year**

Work-in-Progress	1047	990
Finished Goods	164	202
	<u>1211</u>	<u>1192</u>
	<u>19</u>	<u>(438)</u>

(Rs. In lacs)

**Note 21**

**EMPLOYEES BENEFIT EXPENSES**

	<b>As at 31st March 2015</b>	As at 31st March 2014
Salaries and Wages	805	832
Contribution to Gratuity Fund, Provident Fund and Other Fund	126	121
Managing Director's Remuneration	32	32
Staff Welfare Expenses	25	30
	<u>988</u>	<u>1015</u>

**Note 22**

**FINANCE COSTS**

Interest Expenses	632	682
Bank Charges	91	117
Other Borrowing Costs		
Cash Discount (Net)	23	17
	<u>746</u>	<u>816</u>

**Note 23**

**OTHER EXPENSES**

Consumption of Stores & Spares Parts	61	131
Power & Fuel	1002	1251
Packing Expenses	168	189
Freight & Forwarding Charges	343	392
Rent	39	36
Rates & Taxes	4	4
Insurance	7	8
Repairs & Maintenance		
Building	3	8
Plant and Machinery	45	135
Adjustment of Excise Duties on Closing Stock (Current Year Rs.18429)	-	7
Provision for Doubtful Advance	-	1
Miscellaneous Expenses	313	334
Sales Tax Paid (Current Year Rs.1400, Previous Year Rs.40350)	-	-
Loss on sale/discard of Fixed Assets	9	14
	<u>1994</u>	<u>2510</u>

**23.1 Value of Stores, Spare Parts and Components Consumed :**

	Year ended 31st March, 2015		Year ended 31st March, 2014	
	Rs.	%	%	Rs.
Imported	33	20	57	75
Indigenous	67	41	43	56
	<u>100</u>	<u>61</u>	<u>100</u>	<u>131</u>

**23.2 Details of payment to Auditor :**

Audit Fees (Statutory and Tax Audit)	2	2
Other Services	-	-
(Current Year Rs.50000, Previous Year Rs.47000)		
	<u>2</u>	<u>2</u>

**Note 24**
**EMPLOYEE BENEFITS**

Employee Benefits have been provided as per provisions of Revised Accounting Standard 15 (AS15)

**Defined Contribution Plan**

Contribution to Defined Contribution Plan, recognized as expenses for the year are as under:

	(Rs. In lacs) As at <u>31.03.2015</u>	(Rs. In lacs) As at <u>31.03.2014</u>
Employer's Contribution to Provident Fund	28	33
Employer's Contribution to Pension Fund	33	30
	<u>61</u>	<u>63</u>

The Company contributes 12% of salary of all eligible employees towards Provident Fund managed by the Central Government.

**Defined Benefit Plan**

The Century Extrusions Employee's Gratuity Fund managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

(Rs. In lacs) As at <u>31.03.2015</u>	(Rs. In lacs) As at <u>31.03.2014</u>
---	---

**I. Reconciliation of opening and closing balances of Defined Benefit obligation**
**Leave Encashment (Unfunded)**

Defined Benefit obligation at beginning of the year	38	38
Current Service Cost	3	2
Interest Cost	3	4
Actuarial - gain (-) / loss (+) (Current Year - Gain Rs. 16,178/- (Previous Year loss Rs 13,851/-)	-	-
Benefits paid	(3)	(6)
Defined Benefit obligation at year end	41	38

**Gratuity (Funded)**

Defined Benefit obligation at beginning of the year	260	243
Current Service Cost	20	18
Interest Cost	22	23
Actuarial - gain (-) / loss (+)	(2)	(6)
Benefits paid	(10)	(18)
Defined Benefit obligation at year end	290	260

**II. Reconciliation of opening and closing balances of fair value of plan assets**
**Gratuity (Funded)**

Fair value of plan assets at beginning of the year	132	126
Employer contribution	8	13
Benefits paid	(10)	(18)
Expected return on plan assets	11	12
Actuarial Gain/(Loss) on plan Assets (Current Year Gain Rs 43,988/-)	-	(1)
Fair value of plan assets at year end	141	132

	(Rs. In lacs) As at <u>31.03.2015</u>	(Rs. In lacs) As at <u>31.03.2014</u>
<b>III. Reconciliation of fair value of assets and obligations</b>		
<b>Leave Encashment (Unfunded)</b>		
Fair value of plan assets	–	–
Present value of obligation	41	38
Amount recognized in Balance Sheet	41	38
<b>Gratuity (Funded)</b>		
Fair value of plan assets	141	132
Present value of obligation	290	260
Amount recognized in Balance Sheet	149	128
<b>IV. Expense recognized during the year</b>		
Gratuity (Funded)		
Current Service Cost	20	18
Interest Cost	22	23
Expected Return on Plan Assets	(11)	(12)
Net Actuarial – gain (-) / loss (+)	(2)	(5)
Recognized during the year	29	24
Actual Return on Plan Assets	11	11
<b>Leave encashment (Unfunded)</b>		
Current Service Cost	3	2
Interest Cost	3	4
Expected Return on Plan Assets	–	–
Net Actuarial – gain (-) / loss (+)	–	–
Recognized during the year	6	6
Actual Return on Plan Assets	–	–
<b>V. Investment Details</b>		
Entire funded amount is invested in Group Gratuity Scheme of Life Insurance Corporation of India.		
	<b>Gratuity (Funded)</b>	<b>Leave encashment (Unfunded)</b>
<b>VI. Actuarial assumptions (year 2014-15)</b>		
<b>Mortality Table (Indian Assured Lives Mortality)</b>	<b>2006-2008(Ultimate)</b>	2006-2008(Ultimate)
<b>Discount rate (p.a.)</b>	<b>8.00%</b>	8.00%
<b>Expected rate of return on plan assets (p.a.)</b>	<b>8.00%</b>	N.A.
<b>Rate of escalation in salary (p.a.)</b>	<b>5.00%</b>	5.00%
<b>VII. Actuarial assumptions (year 2013-14)</b>		
<b>Mortality Table (Indian Assured Lives Mortality)</b>	<b>2006-2008(Ultimate)</b>	2006-2008(Ultimate)
<b>Discount rate (p.a.)</b>	<b>8.25%</b>	8.25%
<b>Expected rate of return on plan assets (p.a.)</b>	<b>9.00%</b>	N.A.
<b>Rate of escalation in salary (p.a.)</b>	<b>5.00%</b>	5.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by an Actuary.

The expected rate of return on plan assets is determined considering several applicable factors mainly, the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management



**Note 25**

**SEGMENT REPORTING**

The Company has two business segments i.e. manufacturing of Aluminium Extruded products and manufacturing of Transmission and Distribution Line Hardware. However, the Company does not fall under any of the criteria laid down under AS –17 and hence segment reporting is not applicable.

**Note 26**

**RELATED PARTY DISCLOSURES**

**a) Names of related parties and related party transactions**

<b>Name of Related Party</b>	<b>Relationship</b>
Century Aluminium Mfg. Co. Ltd	: Associated Concern
Paramsukh Properties Pvt. Ltd	: Associated Concern
Alfa Aluminium ( P) Ltd	: Associated Concern
Kutir Udyog Kendra ( India ) Ltd	: Associated Concern
CAMCO Multi Metal Ltd.	: Associated Concern

**b) Key Management Personnel & their relatives**

<b>(i) Mr. M.P. Jhunjunwala</b>	: <b>Chairman &amp; Managing Director</b>
Relatives of Mr. M.P. Jhunjunwala:	
Mrs. Sita Devi Jhunjunwala	: Wife
Mr. Vikram Jhunjunwala	: Son
Mrs. Saroj Saraf	: Daughter
Mrs. Shashi Khaitan	: Daughter
Mrs. Sarita Modi	: Daughter
<b>(ii) Mr. J.K. Malpani</b>	: <b>President</b>
Relatives of Mr. J.K. Malpani	
Mrs. Deepa Malpani	: Wife
Ms. Shikha Malpani	: Daughter
<b>(iii) Mr. Vikram Jhunjunwala</b>	: <b>Director</b>
Relatives of Mr. Vikram Jhunjunwala	
Mr. Shivanshu Jhunjunwala	: Son

c) **Disclosure of related party transactions**

(Rs. In lacs)

**Current Year (2014-2015)**

<b>Nature of Relationship/ Transactions</b>	<b>Associated Concern</b>	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>
Purchase of Goods	60	–	–
Sale of Goods	434	–	–
Rent Paid	34	–	–
Sale of Fixed Assets	–	–	–
Purchase of Fixed Assets	–	–	–
MD Remuneration	–	35	–
Remuneration Paid	–	32	6
Directors Sitting Fees ( Rs. 25,000/-)	–	–	–
Security Deposit Given	–	–	–
Advances Given	–	–	–
Advances given Returned	–	–	–

**Previous Year ( 2013-2014 )**

**Nature of Relationship/ Transactions**

Purchase of Goods	289	–	–
Sale of Goods	193	–	–
Rent Paid	31	–	–
Sale of Fixed Assets	–	–	–
Purchase of Fixed Assets	1	–	–
MD Remuneration	–	35	–
Remuneration to President	–	32	–
Directors Sitting Fees ( Rs. 25000/-)	–	–	–
Security Deposit Given	5	–	–
Advances Given	–	3	–
Advances Given Returned	–	3	–

d) **Disclosure in respect of material transactions with related parties during the year (included in "C" above)**

(Rs. In lacs)

	<u>2014-2015</u>	<u>2013-2014</u>
<b>Purchase of Goods</b>		
Century Aluminium Mfg. Co. Ltd.	60	289
<b>Sale of Goods</b>		
Century Aluminium Mfg. Co. Ltd.	31	192
CAMCO Multi Metal Ltd.	403	–
<b>Rent Paid</b>		
Paramsukh Properties Pvt. Ltd	29	27
Kutir Udyog Kendra ( India ) Ltd.	2	2
<b>Purchase of Fixed Assets</b>		
Century Aluminium Manufacturing Co. Ltd.	–	1
<b>MD Remuneration</b>		
Mr. Madhab Prasad Jhunjhunwala	35	35

	(Rs. In lacs)	
	<u>2014-2015</u>	<u>2013-2014</u>
<b>Remuneration to President</b>		
Mr.Jugal Kishore Malpani - President	32	32
<b>Remuneration to the relative of Key Managerial Person</b>		
Mr Shivanshu Jhunjhunwala	6	-
<b>Security Deposit Given</b>		
Paramsukh Properties Pvt. Ltd	-	5
<b>Advances Given</b>		
Mr.Jugal Kishore Malpani	6	3
<b>Advances Received Back</b>		
Mr.Jugal Kishore Malpani	6	3
<b>e) Outstanding balances as on:</b>		
<b>Loans &amp; Advances</b>		
Associated Concerns	65	65
	(Rs. In lacs)	(Rs. In lacs)
	<u>As at 31.03.2015</u>	<u>As at 31.03.2014</u>

#### Note 27

##### EARNINGS PER SHARE ( EPS)

Earning per share ( EPS ) computed in accordance with Accounting Standard ( AS ) - 20

Net Profit /(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	144	(104)
Weighted Average number of equity shares used as denominator for calculating EPS	80,000,000	80,000,000
Basic and Diluted Earnings per Share ( Rs.)	0.18	(0.13)
Face Value per Equity Share (Rs.)	1	1

#### Note 28

##### CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(i) Contingent Liabilities		
(a) Guarantees / Letter of Credits *	1,437	1,445
(b) Other money for which the company is contingently liable:		
1. Bills Discounted with Banks	55	133
2. Sales Tax demand**	281	218
3. Employees State Insurance demand***	3	3
4. West Bengal Entry Tax ****	330	189
5. Export obligation under EPCG*****		
Amount not determinable		
	<u>2,106</u>	<u>1,988</u>
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	109
	-	109
	<u>2,106</u>	<u>2,097</u>

- \* Bank Guarantees outstanding Rs. 351 lacs (previous year Rs.258 lacs) and Letters of Credit issued by Banks on behalf of the Company Rs. 1086 Lacs (Previous year Rs. 1187 lacs) against which Rs. 166 lacs (previous year Rs. 164 lacs) have been deposited with the Banks as Margin Money.
- \*\* The Company has received Sales Tax demand of Rs 10 lacs, Rs.8 Lacs, Rs.10 lacs, Rs.66 lacs, Rs. 12 lacs, Rs.3 lacs, Rs.46 Lacs, Rs. 63 lacs and 63 lacs respectively for the years 2003-2004, 2004-2005, 2005-2006, 2006-2007,2007-08, 2008-2009, 2009-2010, 2010-2011 and 2011-12 against which the Company has preferred appeals before the higher authorities.
- \*\*\* The Employees State Insurance Corporation (ESI) has raised a demand of Rs.3 lacs plus interest of Rs. Nil Lac (Rs. 108.81P) per day w.e.f. 1.1.2004 for the period 1999-2000 to 2000-2001. The company has preferred an appeal against the demand at the Employees Insurance Court, West Bengal. The Honorable Court has stayed the demand till final disposal of Company's appeal.
- \*\*\*\* The Divisional Bench of Hon'ble High Court, Calcutta has stayed the operation of single bench order dated 24-06-2013, which ordered levy of West Bengal Tax on Entry of Goods into Local Areas Act, 2012 as ultra vires to the Constitution of the India. The Hon'ble High Court, further directed that the assessment proceedings should go on. In view of above and as per legal opinion obtained by the Company, the Company has written back Rs. 26 lacs unpaid amount of said tax for the financial year 2012-13 and no provision of the tax of Rs. 330 Lacs (Previous year 189 Lacs) inclusive of unpaid amount of Rs 141 Lacs for current year and other consequential demand arise from assessment is considered necessary.
- \*\*\*\*\* The Company had imported machinery on subsidized rate of duty under Export Promotion Capital Goods Scheme (EPCG). Accordingly the Company is under an obligation to export to the extent of Rs. 3486 lacs, i.e. eight times of the duty saved, in eight years from the date of issue of authorization. The Company has made export for the value of Rs. 2454 lacs ( Previous year Rs 1868 lacs) till 31st March, 2015. If the Company is unable to fulfill the full export obligation within the stipulated period, it would be liable to pay proportionate duty saved along with interest at the rate of 15% p.a.

#### Note 29

The Company received a letter from National Stock Exchange of India Limited (NSE) dated February 27, 2015 to restate its financial statements for the financial year ended 31st March 2013 in respect of Dies and Moulds pursuant to clause 5(d) (ii) of circular No.CIR/CFD/DIL/7/2012 dated August 13,2012 read with Circular No.CIR/CFD/DIL/9/2013 dated June 05, 2013. The Company has requested NSE for a personal hearing on this matter. Pending outcome, the aforesaid financial statements have not been restated and accounting of Dies and Moulds have been carried out on the same basis as followed in the previous year.

#### Note 30

##### VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

	(Rs. In lacs) <u>As at 31.03.2015</u>	(Rs. In lacs) <u>As at 31.03.2014</u>
Raw Materials	1,149	855
Components and Spare Parts	41	68
Capital Goods	179	-
	<u>1,369</u>	<u>923</u>

#### Note 31

##### EXPENDITURE IN FOREIGN CURRENCY :

Bank Charges (Rs. 6153/-, Previous Year Rs. 4783/-)	-	-
Interest Paid (Rs 3849/-, Previous Year Rs NIL)	-	-
Travelling & Conveyance ( Previous Year Rs 26681/-)	2	-
System & Software (Rs 5661/-, Previous year NIL)	-	-
	<u>2</u>	<u>-</u>

	(Rs. In lacs) <u>As at 31.03.2015</u>	(Rs. In lacs) <u>As at 31.03.2014</u>
<b>Note 32</b>		
<b>EARINGS IN FOREIGN CURRENCY</b>		
F.O.B Value of Exports	–	74
Interest Received	–	1
	<u>–</u>	<u>75</u>

**Note 33**

**DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006**

	Rs. In lacs <u>As at 31.03.2015</u>	Rs. In lacs <u>As at 31.03.2014</u>
The principle amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal Amount Outstanding	<b>1</b>	2
Interest amount payable thereon (Current Year Rs. 18561/-, Previous Year Rs.4818/-)	–	–
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act,2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	<b>14</b>	8
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006. (Current Year Rs. 18561/-, Previous Year Rs. 4818/-)	–	–
The amount of interest accrued and remaining unpaid at the end of each accounting year.(Current Year Rs.18561/- Previous Year Rs. 4818/- )	–	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	–	–

**Note 34**

**Previous year's figures have been regrouped/rearranged, wherever considered necessary.**

**Note 35**

**BASIS OF PREPERATION OF FINANCIAL STATEMENTS:**

The financial statements have been prepared in accordance with generally accepted accounting principles in India, The Company has prepared these financial statements to comply in all material respects with the notified provisions of the Companies Act, 2013 and the Companies Rules as prescribed. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of assets for which provision for impairment is made and revaluation is carried out.

## Note 35.1

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### a. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### b. Tangible Fixed Assets

Tangible Fixed Assets are valued at cost less accumulated depreciation. The cost comprises purchase price, borrowing cost if capitalization criteria met and directly attributable cost of bringing the assets to its working condition for intended use.

#### c. Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is provided on Straight Line Method (SLM) at rates prescribed in Schedule II of Companies Act, 2013. Free Hold land, Leasehold Land and Site Development Expenses are not depreciated. Leasehold land wherever lease period expires is fully depreciated in the year in which the lease expires.

#### d. Intangible Assets and Amortization

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization.

Computer software is amortized on SLM over a period prescribed in Schedule II of Companies Act, 2013.

#### e. Capital Work in Progress

These are stated at cost relating to items or projects in progress incurred during construction/installation /pre-operative period.

#### f. Investments

Investments are classified into Current and Long Term Investment. Current Investments are stated at lower of cost and market / fair value. Long Term investments are stated at cost and permanent diminution in value, if any, is provided in the books of accounts.

#### g. Inventories

Inventories are valued at the lower of the cost and estimated net realizable value. Cost of inventories is computed on FIFO basis.

Work-in-progress and Finished goods include related manufacturing overheads and costs. Finished goods also include the applicable excise duty.

Dies being a specialized item (included in stores & spares inventories) are valued at valuation of such stocks at the year end carried out by approved valuer considering its residual useful life or net realizable value whichever is lower.

#### h. Recognition of Government Grants

Government grants available to the Company are considered for inclusion in accounts where such benefits have been earned by the Company and it is reasonably certain that the ultimate collection will be made.

An appropriate amount in respect of such earned benefits, estimated on a prudent basis, is credited to accounts according to its nature even though the actual amount of such benefits may be finally settled and received after the end of the relevant accounting period.

**i. Sales**

Sales include excise duty wherever applicable.

**j. Purchases**

Pending receipt of final invoices, materials purchased are accounted for on the basis of pro-forma invoice / purchase order / previous purchase rates. Subsequent adjustment is done on receipt of final invoice, wherever necessary.

**k. Foreign Currency Expenditure:**

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

ii) Conversion

The monetary assets and liabilities in foreign currency existing at Balance Sheet date are accounted for at prevailing exchange rate at the year end.

Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange Differences, arising on settlement / conversion of monetary items, are recognized as income or expenses in the year in which they arise except those relating to acquisition of imported fixed assets, in which case such exchange differences are capitalized.

iv) Forward Exchange Contracts

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts except the contracts which are long-term foreign currency monetary items, are recognized in the statement of profit and loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

**l. Employee Benefits**

i) Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

ii) Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

**m. Taxation**

Provision for Taxes comprises of Current Tax and Deferred Tax. Deferred Tax Assets are recognized and carried forward to be adjusted against liability on taxable income arising in future, only if there is reasonable certainty that the company would have significant taxable income to realize the benefit of such Deferred Tax Assets. Provision for Wealth Tax liability, if any, is estimated in accordance with the Wealth Tax Act, 1957 and provided for.

**n. Borrowing Costs**

Interest and other borrowing costs directly attributable to the acquisition, construction or installation of qualifying capital assets till the date of commercial use of the assets are capitalized. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**o. Impairment of Assets**

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and its value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

Provision for impairment is written back in case of sale / discard of impaired assets.

**p. Proposed Dividend:**

Dividend (including Dividend Distribution Tax) if recommended by the Board of Directors, is provided for in the accounts pending Shareholders' approval.

**q. Capital Issue Expenses:**

The entire Capital Issue expenses are written off during the year of issue.

**r. Hedging against metal inventory:**

The Company takes hedging position against its inventory of aluminium metal and for pending import contracts of aluminium metal, which is our principal raw material. The loss/gain from such hedged contracts is charged to consumption of raw material. All open contracts as on the year end are marked to market for all losses. However, any unrealized gain on open contracts is not accounted until actually realized.

**s. Derivatives:**

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these as cash flow hedges. The Company does not use derivative financial instruments for speculative purposes.

In respect of derivative contracts, premium paid, gains / losses on settlement and provision for losses for cash flow hedges are recognized in the Profit & Loss Account, except in case where they relate to borrowing costs that are attributable to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

At every period end, all outstanding derivative contracts are fair valued on a marked-to-market basis and any loss on valuation is recognized in the profit and loss account. Any gain on marked-to-market valuation of respective contracts is only recognized to the extent of the loss on foreign currency, keeping in view the principle of prudence as enunciated in AS-1, Disclosure of Accounting Policies.

*As per our report of even date attached*

**for ALPS & CO.**

Chartered Accountants

**A K Khetawat**

Partner

Membership No.052751

Kolkata

Dated : 2nd day of July, 2015

**M. P. Jhunjunwala**

Chairman & Managing Director

**Pradeep Agarwal**

DGM - Finance & Accounts

**Sumana Raychaudhuri**

Company Secretary

**M. G. Todi**

**A. K. Hazra**

**Suhita Mukhopadhyay**

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