



09th September, 2019

To, The General Manager, Department of Corporate Services, Bombay Stock Exchange Limited, 1st Floor, New Trading Ring, Rotunda Bldg, P.J. Tower, Dalal Street, Mumbai – 400001 BSE Stock Code: 500083	To, The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 NSE Stock Code: CENTEXT EQ
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Dear Sir/Madam,

Sub:- Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended: Proceedings of the 31st Annual General Meeting held on Monday, the 12th day of August, 2019.

Unit: CENTURY EXTRUSIONS LIMITED

We are pleased to enclose herewith a copy of the Minutes of the Proceedings of the 31st Annual General Meeting held on Monday, the 12th day of August, 2019 at Bharatiya Bhasha Parishad (Sitaram Seksaria Auditorium), 36A, Shakespeare Sarani, Kolkata-700017.

The same is enclosed herewith for your record.

Thanking you,

Yours faithfully,

For Century Extrusions Limited


Rohit Kumar
(Company Secretary &
Compliance officer)



ACS: 37781

Century Extrusions Limited

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"N" Block, 2nd Floor
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**MINUTES OF THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING
OF THE MEMBERS OF THE CENTURY EXTRUSIONS LIMITED HELD
ON MONDAY, THE 12TH DAY OF AUGUST 2019 COMMENCED AT 10.30
A.M. AND CONCLUDED AT 02.15 P.M. AT BHARATIYA BHASHA
PARISHAD, 36A, SHAKESPEARE SARANI, KOLKATA-700016**

PRESENT

1. Directors

- i) Shri Vikram Jhunjhunwala- Chairman-Cum-Managing Director
- ii) Smt. Suhita Mukhopadhyay-Independent Director
- iii) Shri R.K. Sharma- Independent Director
- iv) Shri Arun Kumar Hazra- Independent Director
- v) Shri Rajib Mazumdar- Appointee Director (Non-Executive)

Chief Financial Officer- Shri Nitesh Kumar Kyal

Company Secretary & Compliance Officer- Shri Rohit Kumar

2. MEMBERS

134 persons were present out of whom 129 Members and 5 proxies were present at the Meeting. Among them, the under noted Companies were represented under due authorization.

Name of Company

Represented by

1. Paramsukh Properties Pvt. Ltd.	-	Shri B.L. Sharma
2. Vintage Capital Markets Ltd.	-	Shri Raj Narayan De
3. Vintage Securities Ltd.	-	Shri Ved Prakash Thakur
4. Jeco Exports & Finance Ltd.	-	Shri Shiv Shankar Singh
5. Atash Properties & Finance Pvt. Ltd	-	Shri Rabi Narayan Jena
6. Kutir Udyog Kendra (I) Ltd.	-	Shri Subhash Chandra Manna

INVITEE

Mr. A. K. Meharia, Partner of M/s. A. K. Meharia & Associates, Statutory Auditors of the Company.

STATUTORY REGISTERS & REPORTS

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

**CHAIRMAN'S
INITIALS**



**CHAIRMAN**

Shri Vikram Jhunjunwala, being the Chairman of the Company occupied the chair.

Further, the chairman informed the members present at the meeting, that Shri. M G Todi, an Independent Director-(Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the company, regrets his inability to be present at the meeting due to his medical urgency, so the chairman informed that any shareholders queries will address by Shri. A. K.Hajra member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

QUORUM

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

CHAIRMAN'S SPEECH

The Chairman welcomed the Members and other participants to the 31st Annual General Meeting of the Company. He then delivered the speech apprising Members on financial performance of the Company during the year under review, i.e., the financial year ended on 31.03.2019.

NOTICE

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

AUDITORS' REPORT AND SECRETARIAL AUDIT REPORT

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

REMOTE E-VOTING AND BALLOT AT ANNUAL GENERAL MEETING (AGM)

The Company was pleased to provide to its Members the facility of voting through electronic means through remote e-voting process. The Company had engaged Central Depository Services Pvt. Ltd. (CDSL) for facilitating e-voting in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The E voting process commenced on 9th August, 2019 at 9.00 A.M. and closed at 5.00 P.M. on 11th August, 2019. The Chairman also informed the Members that the Company had also made arrangements for voting at the AGM through Ballot for those Members who did not have access to e-voting. However, he further informed the Members present there that those Members who had opted for the e voting facility were not entitled to vote through ballot.

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The following Businesses were transacted vide Resolutions at the Meeting:

Item No. 1: Ordinary Resolution to receive, consider and adopt the Profit & loss Account for the year ended 31st March, 2019 the Balance Sheet as on that date, and the Reports of the Directors and the Auditors thereon.

“RESOLVED THAT the Audited Statements of Profit & loss Account for the year ended 31st March, 2019 the Balance Sheet as on that date, and the Reports of the Directors and the Auditors thereon, along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

Shri Tapas Kumar Dutta proposed the following resolution as an Ordinary Resolution which was seconded by Shri Soumitra De.

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

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

Item No. 2: Special Resolution to Re-appointment of Shri Vikram Jhunjhunwala (DIN: 00169833) as Chairman & Managing Director of the Company w.e.f. 12th February, 2019 upto 11th February, 2022.

As the Chairman was interested in Resolution No.2, he requested Shri. A. K. Hajra to take up this item. Shri. A. K. Hajra took the Chair for this item of business.

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

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

Shri Shri B.K. Shaw proposed the following resolution as an Special Resolution which was seconded by Shri Tapas Kumar Dutta.

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

Thereafter, Shri Vikram Jhunjhunwala took the Chair.

Item No.3: Special Resolution for Re-appointment of Shri Madan Gopal Todi (DIN: 00112568) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019

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

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Shri S. Pal proposed the following resolution as an Special Resolution which was seconded by Shri B. K. Shaw.

Item No. 4: Special Resolution for Re-appointment of Shri Raj Kumar Sharma (DIN: 02813585) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), **Shri Raj Kumar Sharma (DIN: 02813585)**, whose current period of office is expiring on 4th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 5th September 2019 upto 4th September, 2024;

Shri Jaydip Bakshi proposed the following resolution as an Special Resolution which was seconded by Shri S Pal.

Item No.5: Special Resolution for Re-appointment of Shri Arun Kumar Hajra (DIN: 05300348) as an Independent Director of the Company with effect from 05.09.2019, whose current period of office is expiring on 04.09.2019

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“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), **Shri Arun Kumar Hajra (DIN: 05300348)** whose current period of office is expiring on 4th September, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 5th September 2019 upto 4th September, 2024;

Shri Soumitra De proposed the following resolution as an Special Resolution which was seconded by Shri Tapas Kumar Dutta.

Item No.6: Ordinary Resolution for Appointment of Shri Rajib Mazumdar (DIN: 08508043) as a Non-Executive- Director of the Company.

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

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Shri Jaydip Bakshi proposed the following resolution as an Ordinary Resolution which was seconded by Shri Tapas Kumar Dutta.

Item No.7 : Ordinary Resolution for ratification of remuneration of Cost Auditors, M/s. N. Radhakrishnan & Co. for Financial Year 2019-20 for audit of cost records of the Company.

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

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

Shri B.K. Shaw proposed the following resolution as an Ordinary Resolution which was seconded by Shri Tapas Kumar Dutta.

VOTING THROUGH BALLOT AT AGM

After all the Resolutions were proposed and seconded, the Scrutinizer, Miss Ekta Chhaparia requested to take over for conduct of the voting process. The Scrutinizer accordingly started the voting process by distributing ballot papers to the Members willing to participate in the same. After all the Members had cast their vote, the Scrutinizer took custody of the Ballot Box. The ballot box was then taken to the registered office and opened in presence of two independent witnesses, not being employee of the Company, for scrutiny of the voting.

SCRUTINIZER'S REPORT ON VOTING

Based on the scrutiny and processing of all votes cast by remote e-voting and by ballot at the AGM, the Scrutinizer prepared and submitted his Consolidated Scrutinizer's Report to the Chairman. Summary of the voting results of all Resolutions based on the Scrutinizer's Report is as follows:

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MINUTE BOOK



Item No 1: Ordinary Resolution

Approval of Profit & Loss Account and Balance Sheet as at 31.03.2019.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	16	41628986	5	1305	21	41630291	99.9996
Dissent	0	0	1	146	1	146	0.00035
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

Item No 2: Special Resolution

Re-appointment of Shri Vikram Jhunjunwala (DIN:00169833) as Chairman & Managing Director of the Company w.e.f. 12th February, 2019 upto 11th February, 2022 and in this connection to pass the following Resolution with or without modification(s) as an Special Resolution.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	15	41628786	5	1305	20	41630091	99.9992
Dissent	1	200	1	146	2	346	0.00083
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

Item No 3: Special Resolution

Re-appointment of Shri Madan Gopal Todi (DIN: 00112568) as an Independent Director of the Company with effect from 05.09.2019 whose current period of office is expiring on 04.09.2019 and in this connection to pass the following Resolution with or without modification(s) as an Special Resolution.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	15	41628786	5	1305	20	41630091	99.9992
Dissent	1	200	1	146	2	346	0.00083
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

Item No 4: Special Resolution:

Re-appointment of Shri Raj Kumar Sharma (DIN: 02813585) as an Independent Director of the Company with effect from 05.09.2019 whose current period of office is expiring on 04.09.2019 and in this connection to pass the following Resolution with or without modification(s) as an Special Resolution.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	15	41628786	5	1305	20	41630091	99.9992
Dissent	1	200	1	146	2	346	0.00083
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

CHAIRMAN'S INITIALS

**Item No 5: Special Resolution**

Re-appointment of Shri Arun Kumar Hajra (DIN:05300348) as an Independent Director of the Company with effect from 05.09.2019 whose current period of office is expiring on 04.09.2019 and in this connection to pass the following Resolution with or without modification(s) as a Special Resolution.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	15	41628786	5	1305	20	41630091	99.9992
Dissent	1	200	1	146	2	346	0.00083
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

Item No 6: Ordinary Resolution

Appointment of Shri Rajib Mazumdar (DIN: 08508043) as a Non-Executive Director of the Company and in this connection to pass the following Resolution with or without modification(s) as an Ordinary Resolution.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent.	16	41628986	5	1305	21	41630291	99.9996
Dissent	0	0	1	146	1	146	0.00035
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

Item No 7: Ordinary Resolution

Approval of remuneration to be paid to the Cost Auditors of the Company M/s N Radhakrishnan & Co. for Cost audit of cost records of the Company for the Financial year 2019-20.

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage
	No. of Shareholders (A)	No. of Votes (B)	No. of Shareholders (C)	No. of Votes (D)	No. of Shareholders (A+C)	No. of Votes (B+D)	
Assent	16	41628986	5	1305	21	41630291	99.9996
Dissent	0	0	1	146	1	146	0.00035
Total	16	41628986	6	1451	22	41630437	100.00
Invalid	0	0	0	0	0	0	0

VOTE OF THANKS

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

Date: 09.09.2019

Place: Kolkata

CHAIRMAN

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