



11th March, 2022

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
--	--

Dear Sir/Madam,

Sub: - Notice of the Extraordinary General Meeting (EGM) and Book Closure.

Unit: CENTURY EXTRUSIONS LIMITED

This is to inform you that the Extraordinary General Meeting of the Members of the Company is scheduled to be held on Monday, the **04th day of April, 2022 at 11:00 A.M.** Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC/OA VM") facility in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular").

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI Listing Regulations, please find enclosed herewith the electronic copy of the Notice of the EGM of the Members of Century Extrusions Limited which is being sent only through electronic mode to the Members of the Company.

28th March, 2022 will be the Cut-off date for the purpose of E-voting. Those shareholders holding shares either in dematerialized form or on in physical form, as on the close of business hours on 28th March, 2022 will be entitled to avail the facility of remote e-voting as well voting at the EGM. In this regard, the Company has provided the facility to exercise voting rights on the business proposed at the EGM by electronic means by using e-voting facility provided by Central Depository Services (India) Limited (CDSL). The Notice of the EGM is also being uploaded in the website of the Company at www.centuryextrusions.com.

P.T.O.

FOR CENTURY EXTRUSIONS LIMITED

Pratibha Kumar

Company Secretary &
Compliance Officer

Century Extrusions Limited

Regd. & Head Office :
113, Park Street
"N" Block, 2nd Floor
Kolkata -700 016 (W.B.), India
Ph. + 91 (033) 2229 1012/1291
Fax : +91 (033) 2249 5656

E.Mail : century@centuryextrusions.com
Website : www.centuryextrusions.com



CIN : L27203WB1988PLC043705

Works :

WBIIDC Industrial Growth Centre
Plot No. 7A, Sector 'B' NIMPURA
P.O. : Rakhajungle, Kharagpur - 721 301
Dist. : Paschim Medinipur, West Bengal, India
Ph. : +91 (03222) 233 310/324
Fax : +91 (03222) 233 304
E.mail : works@centuryextrusions.com



Further, Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from **29th day of March, 2022 to 04th day of April, 2022** (both days inclusive) for the purpose of the Extraordinary General Meeting of the Members of the Company is scheduled to be held on Monday, the **04th day of April, 2022 at 11:00 A.M.**

Request you to take the afore-mentioned information in record and oblige.
Yours faithfully,

For **Century Extrusions Limited**

For CENTURY EXTRUSIONS LIMITED

Company Secretary &
Compliance Officer

Rohit Kumar
(Company Secretary & Compliance officer)

Encl. As above

Century Extrusions Limited

Regd. & Head Office :
113, Park Street
"N" Block, 2nd Floor
Kolkata -700 016 (W.B.), India
Ph. + 91 (033) 2229 1012/1291
Fax : +91 (033) 2249 5656
E.Mail : century@centuryextrusions.com
Website : www.centuryextrusions.com



CIN : L27203WB1988PLC043705

Works :
WBIIDC Industrial Growth Centre
Plot No. 7A, Sector 'B' NIMPURA
P.O. : Rakhajungle, Kharagpur - 721 301
Dist. : Paschim Medinipur, West Bengal, India
Ph. : +91 (03222) 233 310/324
Fax : +91 (03222) 233 304
E.mail : works@centuryextrusions.com

CENTURY EXTRUSIONS LIMITED

(CIN: L27203WB1988PLC043705)

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

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

Email: secretary@centuryextrusions.com

Website: www.centuryextrusions.com

NOTICE TO THE MEMBERS

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Century Extrusions Limited will be held on Monday, the 04th day of April, 2022 at 11:00 A.M. Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

AS A SPECIAL BUSINESS

1. Appointment of Shri. Deepankar Bose (DIN-09450920) as a Non-Executive Independent Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 thereto, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and such other necessary approval(s), consent(s) or permission(s), as may be required, if any, **Shri. Deepankar Bose holding (DIN-09450920)**, whose appointment was recommended by the Nomination and Remuneration Committee and confirmed by the Board of Directors as an Additional Director in the category of "Non-Executive Independent Director", in its meeting held on 11th January, 2022 under section 161 of the Companies Act, 2013 and who holds office until the date of General Meeting in terms of Section 161 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, for a term up to **five (5)** consecutive years commencing from 11th January, 2022 and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, including but not limited to filing of all related forms with the Ministry of Corporate Affairs, for the implementation of this resolution in the manner most beneficial to the interests of the Company.”

2. Appointment of Shri. Bishwanath Choudhary (DIN -02313294) as a Non-Executive Independent Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 thereto, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and such other necessary approval(s), consent(s) or permission(s), as may be required, if any, **Shri. Bishwanath Choudhary holding (DIN -02313294)**, whose appointment was recommended by the Nomination and Remuneration Committee and confirmed by the Board of Directors as an Additional Director in the category of "Non-Executive Independent Director", in its meeting held on 11th January, 2022 under section 161 of the Companies Act, 2013 and who holds office until the date of General Meeting in terms of Section 161 of the Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160

of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, for a term up to **five (5)** consecutive years commencing from 11th January, 2022 and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, including but not limited to filing of all related forms with the Ministry of Corporate Affairs, for the implementation of this resolution in the manner most beneficial to the interests of the Company.”

3. Re-appointment of Shri Vikram Jhunjunwala (DIN:00169833) as Chairman & Managing Director of the Company.

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment/modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment and payment of remuneration to Shri Vikram Jhunjunwala (DIN: 00169833) as Chairman & Managing Director of the Company for a period of three years effective from 12.02.2022 to 11.02.2025, on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting 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:

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

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

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

**Rohit Kumar
Company Secretary
Membership No: A37781**

Place: Kolkata

Dated: 14.02.2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to Special Business to be transacted at the Extra- Ordinary General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on 11th January, 2022 and 14th February, 2022 respectively considered that the special business under Item No. 1 to 3, being considered unavoidable, be transacted at the EGM of the Company.
2. Information relating to the Directors seeking appointment/Re-appointment at the Extra-Ordinary General Meeting forms an integral part of the Notice. The Directors have furnished the requisite declarations for the appointment/Re-appointment.
3. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the website of the Company www.centuryextrusions.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to CB Management Services Private Limited in case the shares are held in physical form. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of shares who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH-14. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company or by its Registrar and Share Transfer Agent.
4. All documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 10 A.M. to 1 P.M. on all working days prior to the date of the EGM and scanned copies will also be available at the meeting.
5. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank particulars, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations and power of attorney as well as any change of name, address, Pin Code, E-mail IDs and mobile / other contact details, amongst others, to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent [M/s. CB Management Services Private Limited] to provide efficient services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.
6. Ministry of Corporate Affairs (MCA) has decided that, with effect from 2nd October, 2018 pursuant to Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 securities of all unlisted public companies shall be transferred only in dematerialized form and, therefore, members holding shares in physical form are advised to dematerialize their holding as early as possible. Further pursuant to Regulation 46 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat Form.
7. Members holding shares in physical form are also requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The Company's equity shares have been admitted in NSDL and CDSL and ISIN: **INE281A01026** has been allotted. **M/s CB Management Services Private Limited** are the Registrar and Share Transfer Agents (RSTA). Members can contact the Company or Company's Registrar and Share Transfer Agent M/s. CB Management Services Pvt. Ltd. at P-22, Bondel Road, Kolkata - 700 019 for ease of knowing the process of dematerialization.
8. Mandatory submission of PAN: Government of India has mandated the submission of Permanent Account Numbers (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their Demat Account. Members holding shares in physical form are requested to update their PAN with the Company's Registrar and Share Transfer Agent.
9. Non-resident Indian Members are requested to inform the Company's Registrar and Share Transfer Agent immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member, as soon as possible. Members are advised not to leave their demat account(s) dormant for too long. Periodic statements of holdings should be obtained from the concerned Depository Participants and the holdings should be verified from time to time.

11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.

12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent/Depositories for receiving all communication like Notice including Explanatory Statement from the Company electronically.

13. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in despatching of the physical copies of the Notice of the EGM of the Company for are being sent only by email [electronic mode] to the Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on the Company's website www.centuryextrusions.com and on the website of CDSL i.e. www.evotingindia.com. Therefore, Members whose email addresses are not registered with the Company or with the Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the EGM of the Company and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

- a. For Members holding shares in physical form, please send a scanned copy of the signed request letter mentioning your Folio Number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – rta@cbmspl.com
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).

14. Pursuant to the provisions of Section 108 of the Act read with rules thereof, Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and/or vote through the e-Voting system during the Meeting in a fair and transparent manner. The Scrutinizer shall, after the conclusion of e-Voting at the EGM, make a consolidated Scrutinizer's Report.

15. The Results of voting will be declared within 48 hours from the conclusion of EGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.centuryextrusions.com and on the website of CDSL. Such results will also be displayed on the Notice Board at the Registered Office of the Company.

16. The term 'Members' has been used to denote Shareholders of the Century Extrusions Limited.

17. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 18 and 19 below.

18 . General instruction for accessing and participating in the EGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) facility.

- A. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMDI/ CIR/P/2020/79 dated 12th May 2020 as amended by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the

SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the SEBI Listing Regulations"), by virtue of which relaxations have been given to the companies, the EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company which is situated at 113, Park Street, 'N' Block, 2nd Floor, Kolkata-700016, Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.

- B. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), as the authorized agency for conducting the e-EGM and providing remote e-voting and e-voting facility for/during the EGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs.
- C. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, the Body Corporate(s) are entitled to appoint their authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes during the EGM of the Company. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting at least three (3) days before the EGM.
- D. Since the EGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
- E. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- F. In line with MCA Circulars, the Notice of EGM along is being sent only by electronic mode to the Members and all other persons so entitled at their email address registered with Company / its Registrar and Share transfer Agent.
- G. During the EGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
- H. Members are encouraged to join the Meeting through Laptops for better experience. Accordingly, all members are requested to get connected through a laptop with webcam / a device with a video / camera along with stable internet speed. When the meeting is in progress, please keep your laptop / device under 'Mute' mode, except when you would be allowed to be a speaker by the Chairman and are invited to speak at the EGM.
- I. Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, strongly recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- J. In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
- K. The voting will be conducted through Remote E-Voting or Insta Poll. All members who will participate at the meeting through VC/OAVM shall be eligible to vote at the meeting.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020; April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.centuryextrusions.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In accordance with Ministry's GeneralCircularNo.20/2020 and 20/2021, dated 05th May, 2020 and 8th December, 2021 respectively the MCA has decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or before 30th June 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **Friday, 01st April, 2022 (9.00 a.m.)** and ends on **Sunday, 3rd April, 2022 (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) on Monday, EOD of **28th March, 2022** 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 during the meeting.

(iii) It has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) Accordingly, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per</p>

the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at:<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL

1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to

enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders holding securities in demat mode with NSDL/CDSL Depository site

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Participants

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type

Individual Shareholders holding securities in Demat mode with CDSL

Helpdesk details

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

PAN	<p>For Physical shareholders and other than individual shareholders holding shares in Demat. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>.Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. 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. 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.</p>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

(ix) Click on the **EVSN of CENTURY EXTRUSIONS LIMITED** on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.

-Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

-A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

-After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

-The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

-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.

-Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz secretary@centuryextrusions.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (FIVE) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at

secretary@centuryextrusions.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 (FIVE) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretary@centuryextrusions.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at secretary@centuryextrusions.com. or to RTA at rta@cbmspl.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Rohit Kumar
Company Secretary
(Membership No: A37781)**

**Kolkata
Dated: 14.02.2022**

ANNEXURE TO NOTICE

I. EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all materials facts relating to the special business set out in Item No. 1 to 3 of the accompanying Notice Dated 14.02.2022.

Item No. 1

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on January 11, 2022 recommended appointment of Shri. Deepankar Bose (DIN -09450920), as an additional Independent Director. The Board of Directors of the Company had appointed Shri. Deepankar Bose (DIN -09450920), as an Additional Independent Director with effect from January 11,2022, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of Independent Director (ID) shall be approved at the meeting of the members. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the General Meeting.

As required under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Shri. Deepankar Bose as a Director of the Company. He meets the criteria of Independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Shri. Deepankar Bose is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. He possesses appropriate skills, experience and knowledge. The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice. In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, the appointment of Shri. Deepankar Bose as an Independent Director is now being placed before the members for their approval.

Terms and conditions for appointment of Shri. Deepankar Bose as an Independent Director of the Company along with other required documents shall be open for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till 03rd April 2022. Your Board considers that the Company will benefit from Shri. Deepankar Bose his valuable experience, knowledge and counsel. The resolution contained in item no. 1 of the accompanying Notice, accordingly, seeks member's approval, as an Ordinary Resolution for appointment of Shri. Deepankar Bose as an Independent Director on the Board of the Company on the terms and conditions as specified. Except Shri. Deepankar Bose, the appointee and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends the resolution set forth in Item No. 1 for the approval of the members.

Item No. 2

The Board, upon the recommendation of Nomination and Remuneration Committee, at its meeting held on January 11, 2022 recommended appointment of Shri. Bishwanath Choudhary (DIN-02313294), as an additional Independent Director. The Board of Directors of the Company had appointed Shri. Bishwanath Choudhary (DIN-02313294), as an Additional Independent Director with effect from January 11,2022, pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

As per Schedule IV of the Companies Act, 2013 and the rules made thereunder ("the Act"), the appointment of Independent Director (ID) shall be approved at the meeting of the members. As per the provisions of Section

149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of directors by rotation at the General Meeting.

As required under Section 160 of the Companies Act, 2013, a notice in writing has been received from a member signifying its intention to propose the appointment of Shri. Bishwanath Choudhary as a Director of the Company. He meets the criteria of Independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Shri. Bishwanath Choudhary is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director as specified in the Act and Rules made thereunder and Listing Regulations and is independent of the management. He possesses appropriate skills, experience and knowledge. The details required as per the provisions of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice. In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, the appointment of Shri. Bishwanath Choudhary as an Independent Director is now being placed before the members for their approval.

Terms and conditions for appointment of Shri. Bishwanath Choudhary as an Independent Director of the Company along with other required documents shall be open for inspection by the members at the registered office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sunday and Public holiday) till 03rd April 2022. Your Board considers that the Company will benefit from Shri. Bishwanath Choudhary his valuable experience, knowledge and counsel. The resolution contained in Item No. 2 of the accompanying Notice, accordingly, seeks member's approval, as an Ordinary Resolution for appointment of Shri. Bishwanath Choudhary as an Independent Director on the Board of the Company on the terms and conditions as specified. Except Shri. Bishwanath Choudhary, the appointee and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

Item No. 3

Shri Vikram Jhunjunwala, aged about 57 years, is a Commerce Graduate and has been working as Director of the Company since March 1996. Shri Vikram Jhunjunwala has been Director of the Company for over 27 years. With his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjunwala, with his vision and sheer dedication, who was well-versed in understanding Aluminium extrusions industry, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. He is a member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Audit Committee. He is a Son of Late Madhab Prasad Jhunjunwala and husband of Smt. Moulshree Jhunjunwala. As on the date of notice, he is not holding any kind of shares of the company.

Shri Vikram Jhunjunwala was appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company at the 31st Annual General Meeting held on 12th day of August, 2019 for a period of 3 years w.e.f. 12th February, 2019 and his term has expired on 11th February, 2022.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14th February, 2022, subject to approval of Members at this General Meeting and considering the increased activities, responsibilities and contribution of Shri Vikram Jhunjunwala in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Vikram Jhunjunwala as Chairman & Managing Director of the Company for further period of 3 years w.e.f. 12th February, 2022 to 11th February, 2025, on the terms and conditions as set out in this item of the Notice and as enumerated in the Agreement dated 11th February, 2022 entered into between the Company and Shri Vikram Jhunjunwala.

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

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

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Vikram Jhunjunwala as Chairman & Managing Director of the Company w.e.f. 12th February, 2022 to 11th February, 2025.

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

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

1. Term of Appointment: With effect from 12th February, 2022 to 11th February, 2025.

2. Remuneration:

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

a. **Salary:** Rs. 3,56,250/- per month.

b. Benefits, Perquisites, Allowances determined by the Board in terms of approval and recommendation given by the Nomination and Remuneration Committee at their meeting held on February 14, 2022.

(i) **Housing:** Rent free accommodation or House rent allowance @ 40% of Salary

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

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

(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/-.

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

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

Explanation:

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

(viii) **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.

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

Sitting Fees:

2. Shri. Vikram 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.

Minimum Remuneration:

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

Remuneration from Two Companies:

4. Shri. Vikram Jhunjhunwala (Managing Director) can withdraw remuneration from two Companies, as per relevant section of the Companies Act, 2013. The remuneration is well within the maximum permissible limit as specified in Part II read with Part V of Schedule V of the Companies Act, 2013

Miscellaneous:

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

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

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

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

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

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

(i) Appointment of Shri. Deepankar Bose (DIN-09450920) as a Non-Executive Independent Director of the Company. (ITEM NO. 1).

Shri. Deepankar Bose is a management leader and professional from the Banking and Financial Services industry. He has worked in India and the USA.

Shri. Deepankar Bose till recently was employed with Bandhan Bank Limited as Executive President and Head Corporate Centre. He was the second in hierarchy in the Bank after MD & CEO. He was responsible for setting up the Bank after it got Banking license in 2014 and started commercial operations in 2015. He joined the Bank before the listing in stock exchange and was instrumental in putting in place proper structure, hiring of senior executives, implementing the control functions and all regulations. He developed the risk culture in the Bank and in helped development of products and services. He was part of all the strategic decisions. He was responsible for merger of Gruh Finance Limited with the Bank, which was completed in record time of 9 months after obtaining all the regulatory and legal approvals. He was also instrumental in developing the state of art digital banking IT architecture, which is now under implementation. Shri. Deepankar Bose participated in all board and various board committee meetings. He was also part of all management committees of the Bank.

Prior to that he was the Chief General Manager in State Bank of India, the country's largest Bank. During his tenure in the Bank, he held important positions like Head of Mumbai Circle, the largest Circle of the Bank with a balance sheet size of over INR 4 lacs crores. He also headed the Wealth Management Department of the Bank. He also worked as Chief Credit Officer in US based bank, State Bank of India California, a wholly owned subsidiary of SBI. He has significant exposure in credit, risk management, HR Development, retail business and operations.

Shri. Deepankar Bose is a Postgraduate in Economics from Delhi School of Economics, University of Delhi. He is also a Certified Associate of the Indian Institute of Bankers.

Shri. Deepankar Bose main interests are in the areas of Leadership and Organizational Excellence, Corporate Governance and Risk Management and Organizational Culture.

Keeping in view his vast past expertise, it will be in the interest of the Company that Shri Deepankar Bose is appointed as a Non-Executive Independent Director of the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to avail services of Shri Deepankar Bose as a Non-Executive Independent Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri Deepankar Bose as a Non-Executive Independent Director, for approval by the shareholders of the Company. Copy of the letter for appointment dated 11.01.2022 of Shri Deepankar Bose as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Shri Deepankar Bose does not holds the directorship and the membership of Committees of any other listed company.

Shri Deepankar Bose does not hold by himself or for any other person in any manner, any shares in the Company. He is not related to any other director of the Company.

The Board recommends the Resolution in relation to his appointment as a Director, for the approval by the Members of the Company.

Except Shri Deepankar Bose being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) of ICSI.

(ii) Appointment of Shri. Bishwanath Choudhary (DIN -02313294) as a Non-Executive Independent Director of the Company-(ITEM NO. 2).

Shri. Bishwanath Choudhary An astute professional with 42 years of experience in Finance and Corporate matters, in Steel and Infrastructure Industry. Presently, working as a Freelance Consultant.

Shri. Bishwanath Choudhary is a Valuer (S/FA) registered with the Insolvency & Bankruptcy Board of India (2020) Insolvency Professional registered with the Insolvency & Bankruptcy Board of India (2018), Fellow Member of the Institute of Company Secretaries of India (1993), Fellow Member of the Institute of Cost Accountants of India (1984), MBA (Finance) from Banaras Hindu University, (1978).

Keeping in view his vast past expertise, it will be in the interest of the Company that Shri. Bishwanath Choudhary is appointed as a Non-Executive Independent Director of the Company. The Board consider that his continued association would be of immense benefit to the Company, and it is desirable to avail services of Shri. Bishwanath Choudhary as a Non-Executive Independent Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Bishwanath Choudhary as a Non-Executive Independent Director, for approval by the shareholders of the Company. Copy of the letter for appointment dated 11.01.2022 of Shri. Bishwanath Choudhary as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Shri. Bishwanath Choudhary does not hold the directorship and the membership of Committees of any other listed company.

Shri. Bishwanath Choudhary does not hold by himself or for any other person in any manner, any shares in the Company. He is not related to any other director of the Company.

The Board recommends the Resolution in relation to his appointment as a director, for the approval by the Members of the Company.

Except Shri. Bishwanath Choudhary being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) of ICSI.

(iii) Re-appointment of Shri Vikram Jhunjunwala (DIN:00169833) as Chairman & Managing Director of the Company-(ITEM NO. 3).

Shri Vikram Jhunjunwala, aged about 57 years, is a Commerce Graduate and has been working as Director of the Company since March 1996. Shri Vikram Jhunjunwala has been Director of the Company for over 27 years. With his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjunwala, with his vision and sheer dedication, who was well-versed in understanding Aluminium extrusions industry, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and research and development functions in the Company. He is a member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Audit Committee. He is a Son of Late Madhab Prasad Jhunjunwala and husband of Smt. Moulshree Jhunjunwala. As on the date of notice, he is not holding any kind of shares of the company.

Shri Vikram Jhunjunwala is not the Chairman and members of any Committee of any other listed company. Shri Vikram Jhunjunwala is not related to any other directors of the company. The Board recommends the Resolution in relation to reappointment of Shri Vikram Jhunjunwala as a Chairman & Managing Director, for the approval by the Members of the Company. Except Shri Vikram Jhunjunwala being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the Resolution as set out at Item No.3 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

By order of the Board of Directors
For Century Extrusions Limited
Rohit Kumar
Company Secretary
ACS: 37781

Kolkata
Dated: 14.02.2022