



20<sup>th</sup> August, 2020

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 34 - Electronic copy of the Notice of the 32<sup>nd</sup> Annual General Meeting and Annual Report of the Company for the financial year 2019 – 2020**

Pursuant to Regulations 30 and 34 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our letter dated 18<sup>th</sup> August, 2020 regarding, inter alia, convening of the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company on Saturday, the 12<sup>th</sup> day of September, 2020 at 11:00 A.M. Indian Standard Time ("IST"), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, please find enclosed the electronic copy of the Notice of the 32<sup>nd</sup> AGM and the Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2020, being sent by email to those Members whose email addresses are registered with the Company / Company's Registrar and Share Transfer Agent ("RTA") / Depository Participant(s) ("Depository"). The requirements of sending physical copy of the Notice of the 32<sup>nd</sup> AGM and the Annual Report to the Members of the Company have been dispensed with vide MCA Circulars and SEBI Circular. The Notice of the 32<sup>nd</sup> AGM and the Annual Report are also being uploaded on the website of the Company at [www.centuryextrusions.com](http://www.centuryextrusions.com).

Also, further to the publication of the Newspaper Advertisements regarding the 32<sup>nd</sup> AGM of the Company through (VC/OAVM) facility which was submitted to the Stock Exchanges vide our letter dated 19<sup>th</sup> August, 2020, Members of the Company holding shares in physical form who have not registered their email addresses with the Company / Company's RTA / Depository, can obtain Notice of the 32<sup>nd</sup> AGM of the Company along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2020 and / or login details for joining the 32<sup>nd</sup> AGM of the Company through VC /OAVM facility including e-voting, by sending scanned copy of the signed request letter mentioning Name, Folio Number and Complete

## 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](mailto:century@centuryextrusions.com)  
Website : [www.centuryextrusions.com](http://www.centuryextrusions.com)



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](mailto:works@centuryextrusions.com)

CIN : L27203WB1988PLC043705



Address, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Aadhar Card, Driving License, Voter Identity Card, Passport) in support of the address of the member as registered with the company by the email to the company's RTA's email id; viz. [rta@cbmsl.com](mailto:rta@cbmsl.com) or Company's email i.d., viz. [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com). Members holding shares in dematerialized form are requested to register/update their email addresses with their respective Depositories.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed 05<sup>th</sup> September, 2020 as the cut-off date to determine the eligibility of the Members to cast their votes by electronic means and e-voting during the 32<sup>nd</sup> AGM scheduled to be held on Saturday, the 12<sup>th</sup> day of September, 2020 through VC /OAVM facility.

You are requested to take the afore-mentioned information on record and oblige.

Thanking you,

Yours faithfully,

For **Century Extrusions Limited**

  
  
**Rohit Kumar**  
(Company Secretary &  
Compliance officer)

ACS: 37781

**Encl:** Notice of the 32<sup>nd</sup> Annual General Meeting and Annual Report of the Company for the financial year 2019 – 2020

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E.Mail : [century@centuryextrusions.com](mailto:century@centuryextrusions.com)  
Website : [www.centuryextrusions.com](http://www.centuryextrusions.com)



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](mailto:works@centuryextrusions.com)

CIN : L27203WB1988PLC043705

## NOTICE

## CENTURY EXTRUSIONS LIMITED

(CIN: L27203WB1988PLC043705)

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

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

Email: [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com) • Website: [www.centuryextrusions.com](http://www.centuryextrusions.com)

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Century Extrusions Limited will be held on Saturday, the 12th day of September, 2020 at 11:00 A.M. Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31<sup>st</sup> March 2020, the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajib Mazumdar (holding DIN 08508043), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

3. **To approve the Re-appointment of Smt. Suhita Mukhopadhyay (DIN 07144051) as an Independent Director of the Company with effect from 07.09.2020, whose current period of office is expiring on 06.09.2020**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 18th July, 2020 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Suhita Mukhopadhyay (DIN 07144051) whose current period of office is expiring on 06th September, 2020 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 her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company for a term w.e.f. 07th September, 2020 upto 06th September, 2025;

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

4. **Ratification of remuneration of Cost Auditors for the Financial Year 2020-21.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s. N. Radhakrishnan & Co., Cost Accountants, (Firm Registration No 000056), having office at 11A, Dover Lane, Flat B 1/34, Kolkata 700029, appointed as the Cost Auditors by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2021 to conduct cost audits relating to cost records of the Company and that the Cost Auditors be paid a remuneration of Rs.,25,000/- (Rupees Twenty Five Thousand only) plus applicable taxes.

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

By order of the Board of Directors

For Century Extrusions Limited

Place: Kolkata  
Dated: 18.07.2020

**Rohit Kumar**  
Company Secretary  
ACS: 37781

**NOTICE (CONTD.)****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 Annual General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on 18th July, 2020 considered that the special business under Item No. 3 and 4, being considered unavoidable, be transacted at the 32nd AGM of the Company.
2. General instruction for accessing and participating in the 32nd AGM through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) facility.  
In view of the 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. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/ 2020/79 dated 12th May 2020 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”), the 32nd AGM 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 32nd AGM 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 AGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 26).
3. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is -1800-225-533.
4. Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
5. The Shareholders can join the AGM through VC/ OAVM mode atleast 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 AGM through VC/OAVM will be made available to at least 1000 shareholders 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, Corporate Social Responsibility (CSR) Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2020.
7. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Members can raise questions during the meeting or in advance at [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com). The members are requested to write to the Company atleast 3 days before the AGM through E-mail to [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com) for proper response in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. Pursuant to Section 113 of the Companies Act, 2013 the corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, to the Company/ RTA at [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com)/ [rta@cbmsl.com](mailto:rta@cbmsl.com) before e-voting/attending Annual General Meeting,
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. The profile of the Directors seeking appointment/reappointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this Notice.
13. In view of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 32nd AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by E-mail, to all the

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Shareholders whose E-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members (Physical/ Demat) who have not registered their e-mail addresses with the company can get the same registered with the company by requesting in member updation form by sending an email to [rta@cbmsl.com](mailto:rta@cbmsl.com) and [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com). Please submit duly filled and signed member updation form to the abovementioned email(s). Upon verification of the Form the email will be registered with the Company.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 32nd AGM of the Company is also available on the website of the Company at [www.centuryextrusions.com](http://www.centuryextrusions.com). The same can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

14. In terms of the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the aforesaid Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").
15. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 6 September, 2020 to Saturday, 12 September, 2020, both days inclusive.
16. In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Saturday, 5 September, 2020 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Saturday, 5 September, 2020, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given at Serial no. 26. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-voting for the resolutions are requested to refer the instructions provided at serial no.27.
17. Those Shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
18. The Company has appointed Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants, as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner, whose e-mail address is [echhaparia.associates@gmail.com](mailto:echhaparia.associates@gmail.com)
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail, at [echhaparia.associates@gmail.com](mailto:echhaparia.associates@gmail.com) with a copy mark to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 11 September, 2020 till 5.00 P.M. without which the vote shall not be treated as valid.
20. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s C. B. Management Services Pvt. Ltd, P-22, Bondel Road, Kolkata-700019, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
21. Members holding shares in physical form are requested to notify immediately any change in their address/mandate/ bank details to the Company or to the office of the Registrar & Share Transfer Agent, M/s C. B. Management Services Pvt. Ltd, quoting their folio number. The Members updation form forms a part of the Annual Report and is available on the website of the Company.
22. Pursuant to the provisions of the Companies Act, 2013, dividend for the year ended 31 March, 2020 and thereafter, if any which remains unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.
23. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules") notified by the Ministry of Corporate Affairs, effective from 7 September, 2016, all shares in respect

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of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The Company has no such shares on which dividend has not been claimed or paid for a consecutive period of seven years.

24. The Register of Directors' and Key Managerial Personnel and their shareholding maintained as per Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com).
25. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.

**26. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on 09 September at 9:00 A.M. (IST) and ends on 11 September, 2020 at 5:00 P.M. (IST) 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) i.e. 05th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled for e-voting at the Annual General Meeting.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on "Shareholders" module.

Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided by the RTA</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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 <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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

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.

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

Click on the EVSN for the relevant CENTURY EXTRUSIONS LIMITED on which you choose to vote.

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.

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Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**27. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i. 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/RTA e-mail id.
- ii. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA e-mail id.
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**28. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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 3 (three) days prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at (company e-mail id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to the meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at (company e-mail id). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533

**29. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be

**NOTICE (CONTD.)**

considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

**30. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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 e-mail address viz; [echhaparia.associates@gmail.com](mailto:echhaparia.associates@gmail.com) and [secretary@centuryextrusions.com](mailto:secretary@centuryextrusions.com) (designated e-mail address of company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**Other Information:**

- Those persons, who have acquired shares and have become members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. Saturday, 05 September, 2020 shall view the Notice of the 32nd AGM on the Company’s website or on the website of CDSL. Such persons may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 05 September, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders.

**Scrutinizer’s Report and Declaration of results**

- The Scrutinizer shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.centuryextrusions.com](http://www.centuryextrusions.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Ltd. (BSE) where the shares of the Company are listed.
  - In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since 1 April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of



**NOTICE (CONTD.)**

the same, Shareholders are requested to take action to dematerialize the Equity Shares of the Company/ RTA, promptly.

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.
- Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA in case the shares are held by them in physical form.
- Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the RTA.
- Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

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

**Rohit Kumar**  
Company Secretary  
ACS: 37781

Place: Kolkata  
Dated: 18.07.2020

**NOTICE (CONTD.)****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 material facts relating to the special business set out in Item No. 3 and 4 of the accompanying Notice Dated July 18, 2020.

**Item No. 3**

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Smt. Suhita Mukhopadhyay (DIN 07144051) was appointed as an Independent Director of the Company for a term upto 06<sup>th</sup> September, 2020. Since, Smt. Suhita Mukhopadhyay (DIN 07144051) will complete her initial term as an Independent Director of the Company on 06<sup>th</sup> September, 2020, she is eligible for re-appointment for one more term.

She is a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. As on 31st March, 2020, she does not hold any shares of the Company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 18<sup>th</sup> July 2020, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her during her tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Suhita Mukhopadhyay (DIN 07144051) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 07<sup>th</sup> September, 2020 upto 06<sup>th</sup> September, 2025. Further Smt. Suhita Mukhopadhyay (DIN 07144051) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Smt. Suhita Mukhopadhyay (DIN 07144051), being eligible for re-appointment as Independent Director for the second term providing her consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Smt. Suhita Mukhopadhyay (DIN 07144051) confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time.

Smt. Suhita Mukhopadhyay (DIN 07144051) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Smt. Suhita Mukhopadhyay to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013.

A copy of the draft letter for re-appointment of Smt. Suhita Mukhopadhyay (DIN 07144051) setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

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

Except Smt. Suhita Mukhopadhyay (DIN 07144051), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.3. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**Item No. 4**

The Board of Directors, on the recommendation of the Audit Committee, has approved at their Meeting held on 18<sup>th</sup> July, 2020, the appointment and remuneration of M/s. N. Radhakrishnan & Co, Cost Accountants, the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021 at a remuneration of Rs. 25,000/- (Rupees

**NOTICE (CONTD.)**

Twenty Five thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

None of the Directors, Key Managerial Personnel, and their relatives are concerned or interested, financially or otherwise, in the aforesaid Resolution. The Board recommends the passing of the Resolution as set out under Item No. 4 of the Notice for approval by the Members of the Company.

**II. DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS - 2) BY ICSI:****(I) RE-APPOINTMENT OF SHRI RAJIB MAZUMDAR (DIN: 08508043) (ITEM NO. 2)**

Shri Rajib Mazumdar has been appointed as Non-executive director in the Company w.e.f. 12.08.2019.

Shri Rajib Mazumdar has done Bachelors of Commerce in Accounts Honors from St. Xavier's College, Kolkata also Certified Associates, Indian Institute of Bankers (CAIIB Inter). Experience/Expertise in specific functional areas: Shri Rajib Mazumdar aged about 60 years his date of Birth is 19.04.1958 and has been working as Deputy General Manager, Head of Personal Banking Business Unit, Local head office-SBI Kolkata, Deputy General Manager, BPR Department, SBI Corporate Centre, Mumbai, Worked as Regional Manager in Regional Business Office, Kharagpur-Midnapore District heading a cluster of 53 branches from October 2010-May 2012, with his rich experience/Expertise in the field of Retail Banking, Marketing and Sales, relationship Banking, Cross selling Products Marketing. He has more than three decade of experience overall.

Keeping in view his vast past expertise, it will be in the interest of the Company that Shri Rajib Mazumdar is re-appointed as a Non-Executive Director of the Company. The Board consider that his continued association would be of immense benefit to the Company and it is desirable to avail services of Shri Rajib Mazumdar as a Non-Executive Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Shri Rajib Mazumdar as a Non-Executive Director, for approval by the shareholders of the Company. Copy of the draft letter for re-appointment of Shri Rajib Mazumdar as a Non-Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Shri Rajib Mazumdar does not holds the directorship and the membership of Committees of any other listed company.

Shri Rajib Mazumdar 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 reappointment as a Director, for the approval by the Members of the Company.

Except Shri Rajib Mazumdar 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.

**(II) RE-APPOINTMENT OF SMT. SUHITA MUKHOPADHYAY (DIN 07144051) AS AN INDEPENDENT DIRECTOR OF THE COMPANY (ITEM NO.3)**

Smt. Suhita Mukhopadhyay (DIN 07144051), her date of Birth is 04/10/1974 aged 45 years, is a Bachelors of Commerce & Company Secretary, she has been working as Director of the Company since March 2015. Smt. Suhita Mukhopadhyay, has been Director of the Company for last 5 years. She is an associate member of ICSI (Institute of Company Secretary of India), having specialized experience of more than 10 years in the field of Corporate Laws, Corporate Governance and SEBI related Matters.

She is member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the company.

However, Smt. Suhita Mukhopadhyay is not the Chairman of any Committee of any other listed company but she is a members in the Audit Committee of Royal Infraconstru Limited.

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Additional information in respect of Smt. Suhita Mukhopadhyay, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2019 - 20 under the Section 'Report on Corporate Governance'. Smt. Suhita Mukhopadhyay hold no shares of the company as on 31.03.2020.

Smt. Suhita Mukhopadhyay is not related to any other directors of the company.

The Board recommends the Resolution in relation to re-appointment of Smt. Suhita Mukhopadhyay as a Independent Director, for the approval by the Members of the Company

Except Smt. Suhita Mukhopadhyay 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: 18.07.2020