

Copy of the proceedings for the Twenty-Fourth Annual General Meeting of the Company held on Monday, the 13th day of August, 2019 at 11.00 A.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700016

PRESENT

1. **DIRECTORS**

- i) Shri M P Jhunjhunwala, Chairman & Managing Director
- ii) Shri M G Todi, Chairman of the Audit Committee
- iii) Shri R K Sharma
- iv) Shri V K Mushran
- v) Shri Arun Kumar Hazra

2. **MEMBERS**

212 persons -of whom 195 members in person and 10 in proxy -were present at the Meeting. In addition, the under noted Companies were represented under due authorization:

<u>Name of Company</u>	<u>Represented by</u>
1. Century Aluminium Mfg. Co. Ltd -	Shri Prajesh Tripathi
2. Paramsukh Properties Pvt. Ltd. -	Shri BL Sharma
3. Vintage Securities Ltd. -	Shri Subrata Roy
4. Vintage Capital Markets Ltd. -	Shri Sachin Gupta
5. Jeco Exports & Finance Ltd. -	Shri Avik Chanda
6. Atash Properties & Finance Pvt. Ltd.-	Shri Raj Narayan De
7. Kutir Udyog Kendra (I) Ltd. -	Shri SC Manna

FOR CENTURY EXTRUSIONS LIMITED

Subhite Mukherjee
Company Secretary &
Compliance Officer

IN ATTENDANCE

Shri JK Malpani, President

Shri Rajiv Agarwal , DGM (Finance & Accounts)

Smt. Suhita Mukhopadhyay, Company Secretary & Compliance Officer

STATUTORY REGISTERS

The Statutory Registers of the Company were placed before the meeting and were available for inspection.

3. CHAIRMAN

Shri M P Jhunjhunwala, being the Chairman of the Company occupied the chair. The Chairman stated that more than 5 members being present in person the quorum for the meeting was present He then called the meeting to order.

4. READING OF NOTICE

With the consent of the members present, the Notice convening the meeting was taken as read.

5. READING OF REPORTS OF THE DIRECTORS & AUDITORS

With the consent of the members present, the Report of the Directors was taken as read.

On the instruction of the Chairman, the Auditor's Report dated 31st March, 2012 was read out by Smt. Suhita Mukhopadhyay, Company Secretary & Compliance Officer.

6. ORDINARY BUSINESS

The Chairman thereafter took up the items of business set out in the Notice of the Meeting.

For CENTURY EXTRUSIONS LIMITED

Suhita

Mukhopadhyay
Company Secretary &
Compliance Officer

The following resolutions were transacted in the meeting :

7. **Item No.1** The Profit & Loss Account for the year ended 31st March 2012, the Balance Sheet as on that date and the reports of the Directors and Auditors thereon were placed before the shareholders.

Shri A.S.Roy **proposed the following resolution as an Ordinary Resolution which was seconded by Shri Sanjay Banerjee**

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

The Chairman then put the motion to vote, which was passed by majority by show of hands.

8. **Item No. 2:** To appoint a Director in place of Mr. Vikram Jhunjhunwala who retires by rotation and being eligible offers himself for re-appointment.

Shri A..K. Pal **proposed the following resolution as an Ordinary Resolution which was seconded by Shri Sanjay Banerjee**

The Chairman being interested proposed the name of Shri M G Todi, Director and Chairman of the Audit Committee to chair the meeting for transaction of Item No.2 of the notice. Shri MG Todi took the chair. The following resolution was then passed:

For CENTURY EXTRUSIONS LIMITED

Shubita Mukherjee
Company Secretary &
Compliance Officer

"RESOLVED THAT Shri Vikram Jhunjhunwala, who retires from Office by rotation in terms of the provisions of Section 256 of the Companies Act, 1956 and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company and that he shall be liable to retire by rotation."

The Chairman then put the motion to vote, which was passed by majority by show of hands. Shri M P Jhunjhunwala and did not participate in the discussions on this item nor voted on this resolution. As requested by Shri M G Todi, Shri M P Jhunjhunwala took the Chair to continue rest of the proceedings of the meeting.

9. **Item No.3: To appoint a Director in place of Mr. V K Mushran who retires by rotation and being eligible offers himself for re-appointment.**

Shri K Bose **proposed the following resolution as an Ordinary Resolution which was seconded by Shri . I C Karnawat**

"RESOLVED THAT Shri V K Mushran who retires from Office by rotation in terms of the provisions of Section 256 of the Companies Act, 1956 and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company and that he shall be liable to retire by rotation."

The Chairman then put the motion to vote, which was passed by majority by show of hands.

10. **Item no. 4: To appoint a Director in place of Mr. RK Sharma who retires by rotation and being eligible offers himself for re-appointment.**

Shri S Kundu **proposed the following resolution as an Ordinary Resolution which was seconded by Shri Samir Pal**

For CENTURY EXTRUSIONS LIMITED

Shri K Bose

Shri S Kundu
Company Secretary &
Compliance Officer

"RESOLVED THAT Shri R K Sharma who retires from Office by rotation in terms of the provisions of Section 256 of the Companies Act, 1956 and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company and that he shall be liable to retire by rotation."

The Chairman then put the motion to vote, which was passed by majority by show of hands.

11. **Item No.5:** To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General meeting and to authorize the Board of Directors to fix their remuneration.

Shri Sanjay Banerjee **proposed the following resolution as an Ordinary Resolution which was seconded by** Shri S. Kundu

"RESOLVED THAT M/s. A L P S & Co., Chartered Accountants be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix their remuneration."

The Chairman put the motion to vote, which was passed by majority on show of hands.

12. SPECIAL BUSINESS

Item No.6: Appointment of Shri Arun Kumar Hazra as Director of the Company after it was duly proposed and seconded

Shri A Roy **proposed the following resolution as an Ordinary Resolution which was seconded by** Shri Prabir Chakraborty

"RESOLVED THAT Shri Arun Kumar Hajra who was appointed as an Additional Director of the Company by the Board of Directors under section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 257 of the Companies Act, 1956 proposing his candidature for the office of

For CENTURY EXTRUSIONS LIMITED

Subhojit
Subhojit
Company Secretary &
Compliance Officer

Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The Chairman then put the resolution to vote and declared that the resolution was passed by majority on show of hands.

Item No.7 : Reappointment of M P Jhunjhunwala, Chairman and Managing Director and remuneration payable after it was duly proposed and seconded

Shri A.K.Pal **proposed the following resolution as a Special Resolution which was seconded by** Shri Rajnarayan De

The Chairman being interested proposed the name of Shri M G Todi, Director and Chairman of the Audit Committee to chair the meeting for transaction of Item No.7 of the notice. Shri MG Todi took the chair. The following resolution was then passed:

“RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, 311 and all other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act as amended and subject to such permissions, consents and approvals from various authorities as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals and which the Board of Directors is hereby authorized to accept, the Company hereby accords its consent and approval to the re-appointment of Mr.Madhab Prasad Jhunjhunwala who would attain the age of seventy three years on 10.10.2012, as Chairman cum Managing Director of the Company for a period of three years with effect from 21st August 2012 on the existing terms and conditions set out below:

Remuneration

a) Salary

Rs. 1,83,000 per month

PART - A

b) Perquisites

For CENTURY EXTRUSIONS LIMITED

Subhita *Mukherjee*
Company Secretary &
Compliance Officer

(i) Housing

Rent free furnished accommodation or House rent allowance @ 40% of basic salary

(ii) Medical Reimbursement

Reimbursement of medical expenses to the extent of Rs.15,000 p.a.

(iii) Leave Travel Concession

Reimbursement of all travel expenses incurred for self and family in accordance with the Rules of the Company upto a maximum of Rs.1,00,000 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/-.

PART-B

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

(vii) Contribution to Provident Fund

The Company's contribution to Provident Fund not exceeding 12% of salary

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

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.

c) Amenities

(i) Conveyance Facilities

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

(ii) Telephone, telex and other communication facilities

The Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence. The Company shall reimburse all the expenses incurred.

For CENTURY EXTRUSIONS LIMITED

Mukesh Patel
Company Secretary &
Compliance Officer

Sitting Fees

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

II. Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service agreement of the Managing Director, the Company may continue to pay him remuneration by way of salary, perquisites and other allowances as above, as per provisions of Part II of Schedule XIII of the Companies Act, 1956 as may for the time being be in force, as minimum remuneration.

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

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

The Chairman then put the resolution to vote and declared that the resolution was carried by more than three fourth majority on show of hands.

Shri M P Jhunjhunwala neither participated in the discussions on this item nor voted on this resolution.

As requested by Shri M G Todi, Shri M P Jhunjhunwala took the Chair to continue rest of the proceedings of the meeting.

FOR CENTURY EXTRUSIONS LIMITED

Shri M G Todi

Shri M P Jhunjhunwala
Company Secretary &
Compliance Officer

VOTE OF THANKS

As there was no other business to transact, the meeting ended with a vote of thanks to the chair.

DIRECTORS

- i) Shri M. P. Jhunjhunwala, Chairman & Managing Director
- ii) Shri M. G. Todi, Chairman of the Audit Committee
- iii) Shri J. K. Sharma
- iv) Shri V. R. Mishra
- v) Shri A. R. Kumar Singh

ATTENDANCE

232 members of whom 112 members in person and 120 in proxy were present at the Meeting. In addition, the under-listed Companies were represented under due authorisation:

Name of Company

Represented by

1 Century Aluminium Mills Ltd.

Shri P. S. Sharma

2 Paramvish Properties Pvt. Ltd.

Shri M. Sharma

3 Vintage Securities Ltd.

Shri S. S. Sharma

4 Vintage Capital Markets Ltd.

Shri S. S. Sharma

5 India Exports & Finance Ltd.

Shri S. S. Sharma

6 Aash Properties & Finance Pvt. Ltd.

Shri S. S. Sharma

7 Kailash Udyog Khandra (I) Ltd.

Shri S. S. Sharma

FOR CENTURY EXTRUSIONS LIMITED

White Shubhpreet Singh
Company Secretary &
Compliance Officer