



April 01, 2025

To, The General Manager, Department of Corporate Services, BSE Limited, 1st Floor, New Trading Ring, Rotunda Bldg, P.J. Tower, Dalal Street, Mumbai – 400001 Scrip Code: 500083	To, The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Symbol: CENTEXT EQ
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Unit: CENTURY EXTRUSIONS LIMITED

Dear Sir/Madam,

Sub: - Notice of Postal Ballot– Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

This is in furtherance to our letter dated 11th February, 2025, please find enclosed herewith copy of Notice of Postal Ballot (‘Notice’) along with the Explanatory Statement thereto, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the shareholders in respect of the following special business, through Postal Ballot by way of remote e-Voting System only:

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

In compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (collectively the ‘MCA Circulars’), the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date i.e. Friday, 28th March, 2025** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company’s Registrar and Share Transfer Agent (RTA), CB Management Services Private Limited (in respect of shares held in physical form).

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



In terms of aforesaid MCA Circulars, the Company is providing only the remote e-voting facility to its Members, to enable them to cast their votes electronically on the resolutions set forth in the Postal Ballot Notice instead of submitting the Postal Ballot form. Hence, the hard copies of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members.

The Company has engaged the services of CDSL - Central Depository Services (India) Limited for the purpose of providing e-voting facility to its Members. **The e-voting will commence from 09.00 a.m. (IST) on Thursday, April 03, 2025, and ends at 05.00 p.m. (IST) on Friday, May 02, 2025.** The e-voting facility will be disabled thereafter. The results of the postal ballot will be announced on or before **Saturday, May 03, 2025.**

The aforesaid Postal Ballot Notice is also available on the website of the Company at www.centuryextrusions.com and on the website of the CDSL at www.evotingindia.com.

The process and manner for remote e-Voting are detailed in the Notes forming part of the enclosed Notice.

Kindly take the same on record.

For Century Extrusions Limited

**RAJAN
SINGH**

Digitally signed by
RAJAN SINGH
Date: 2025.04.01
14:48:03 +05'30'

Rajan Singh
**(Company Secretary &
Compliance officer)**

Enclosed: 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
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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 OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Notice is hereby given to the Members of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (collectively the ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws, rules & regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolutions set out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act in respect of the said resolutions setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“**Notice**”) for your consideration.

Pursuant to Rule 22(5) of the Management Rules, Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants have been appointed as the “**Scrutinizer**”, to scrutinize the e-voting process in a fair and transparent manner.

The Company has engaged the services of CDSL - Central Depository Services (India) Limited as the agency to provide E-voting facility.

The e-voting period commences from 09.00 a.m. (IST) on Thursday, April 03, 2025, and ends at 05.00 p.m. (IST) on Friday, May 02, 2025. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Friday, May 02, 2025 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit the report to the Chairman (the “Chairman”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. **The results of e-voting will be announced on or before Saturday, May 03, 2025** and will be displayed on the Company’s website www.centuryextrusions.com and will also be communicated to the Stock Exchanges and Central Depository Services (India) Limited (“CDSL”).

In conformity with the regulatory requirements, Members are advised to cast their votes on the Resolution through remote e-voting, for which purpose they are requested to read carefully the instructions annexed to the Notice.

AS A SPECIAL BUSINESS:

1. 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 resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule ‘V’ of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Vikram Jhunjunwala (DIN: 00169833) as Chairman & Managing Director of the Company for a period of three (3) years with effect from 12.02.2025 upto 11.02.2028, not liable to retire by rotation, on the terms and conditions of re-appointment including remuneration as set out in the explanatory statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Vikram Jhunjunwala, subject to the provisions of the Act and applicable laws.”

“**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year during the currency of the tenure of Mr. Vikram Jhunjunwala, the Company has no profits or inadequate profit, Mr. Vikram Jhunjunwala will be paid remuneration by way of salary and perquisites as set out in the Explanatory Statement annexed to the Notice, subject to requisite approval, if any, as may be required under the Act or rules made thereunder (including any modification or re-enactment 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** for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

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

Sd/-
Rajan Singh
Company Secretary & Compliance Officer
ICSI Membership No: A35350

**Place: Kolkata
Dated: 11.02.2025**

**Registered Office:
113, Park Street, “N” Block, 2nd Floor,
Kolkata 700016, West Bengal
CIN: L27203WB1988PLC043705
Email: secretary@centuryextrusions.com
Website: www.centuryextrusions.com**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the said resolution and the reasons thereof, is annexed hereto and forms part of this Postal Ballot Notice.

2. In terms of MCA Circulars, your Company has an option, to seek the approval of the Members through Postal Ballot by remote e-voting process only, instead of getting the same passed at the General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot by remote e-voting process only, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the **cut-off date i.e. 28th March, 2025** and who have registered their e-mail addresses with their Depository Participants (in respect of shares held in demat mode) or with the Company's Registrar and Share Transfer Agent (RTA), CB Management Services (P) Ltd. (in respect of shares held in physical form).

A person who is not a Member on the cut-off date, should treat this Notice, for information purpose only. The hard copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members, in terms of the MCA Circulars.

Accordingly, Members are requested to provide their assent or dissent through remote e-voting system only, in respect of the resolutions contained in the Postal Ballot Notice.

4. Members holding shares in physical mode and wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, are requested to visit on the website of the Company at www.centuryextrusions.com or on the website of Company's RTA at (<http://www.cbmsl.com>) and update their respective email address by furnishing the requisite documents as prescribed therein. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only where they maintain their demat accounts.

5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.

7. This Postal Ballot Notice has been uploaded on the website of the Company at www.centuryextrusions.com and same can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (www.bseindia.com)

and National Stock Exchange of India Limited (www.nseindia.com) and from the website of CDSL at www.evotingindia.com.

8. In compliance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants has been appointed as the Scrutinizer for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner.

9. Details as required under Regulation 36(3) of the SEBI Listing Regulations, as amended in respect of Director seeking appointment is annexed hereto as Annexure to this Notice which forms part of the Explanatory Statement.

10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to secretary@centuryextrusions.com up to 5 (Five) days before the end of e-Voting.

11. The resolution passed by the requisite majority by the Members through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.

12. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e., **02nd May, 2025**.

THE INSTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **03rd April, 2025 at 09:00 am IST and ends on 02nd May, 2025 at 05:00 pm 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) of 28th March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, 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 listed entities 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.

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Pursuant to abovesaid SEBI Circular, 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 Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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.: 022-4886 7000 and 022-2499 7000

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
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"> 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; to 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.

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 along with Email ID and Mobile No. to **the Company** by email at secretary@centuryextrusions.com OR to **RTA email id** at rta@cbmsl.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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 22 55 33**

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 at toll free no. 1800 22 55 33.

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 of the accompanying Notice Dated 11.02.2025.

Item No. 1

Shri Vikram Jhunjhunwala, aged about 59 years, is a Commerce Graduate and has been working as Director of the Company since March 1996. Shri Vikram Jhunjhunwala has been Director of the Company for over 30 years with his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjhunwala, 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. As on the date of notice, he is not holding any kind of shares of the company.

Shri Vikram Jhunjhunwala 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 Extraordinary General Meeting (EGM) held on 04th day of April, 2022 for a period of 3 years w.e.f. 12th February, 2022. Thus, his term expired on 11th February, 2025.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 11th February, 2025, subject to approval of Members through Postal Ballot and considering the increased activities, responsibilities and contribution of Shri Vikram Jhunjhunwala in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Vikram Jhunjhunwala as Chairman & Managing Director of the Company for further period of 3 years w.e.f. 12th February, 2025 to 11th February, 2028, on the terms and conditions as set out in this item of the Notice and as enumerated in the Agreement dated 11th February, 2025 entered into between the Company and Shri Vikram Jhunjhunwala.

The Company has received from Shri Vikram Jhunjhunwala, his consent to act as Chairman & Managing Director along with all declaration to the effect that he is not disqualified from being appointed as Director, in terms of Section 164(2) of the Companies Act, 2013 and has not being debarred from being continuing or holding the office of Director of a Company by virtue of any order passed by SEBI or any other Statutory Authority. He 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 Jhunjhunwala as Chairman & Managing Director of the Company w.e.f. 12th February, 2025 to 11th February, 2028.

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, 2025 to 11th February, 2028.

2. Remuneration:

1. So long as Shri. Vikram Jhunjhunwala 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, 2025:**
 - (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:

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:

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:

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:

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.

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

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.

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

The Board recommends the special resolution set forth in this notice for the approval of members.

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

Sd/-
Rajan Singh
Company Secretary and Compliance Officer
ICSI Membership No: A35350

**Place: Kolkata
Dated: 11.02.2025**

**Registered Office:
113, Park Street, "N" Block, 2nd Floor,
Kolkata 700016, West Bengal
CIN: L27203WB1988PLC043705
Email: secretary@centuryextrusions.com
Website: www.centuryextrusions.com**

ANNEXURE TO THE NOTICE

A. The Information as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry	Manufacturing of Aluminium Extruded Products			
2. Date or expected date of commencement of commercial production	Not Applicable (the Company is an existing Company)			
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4. Financial performance based on given indicators	Particulars	2023-24 (Rs. In Lacs)	2022-23 (Rs. In Lacs)	2021-22 (Rs. In Lacs)
	Total Revenue	37565	37236	32317
	Profit after tax	745	597	617
5. Foreign investments or collaborators, if any	Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE – MR. VIKRAM JHUNJHUNWALA

1. Background details	<p>Shri Vikram Jhunjunwala, aged about 59 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 30 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.</p>
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2. Past remuneration	Financial Years	Amount (in Rs.)
	2023-24	60,00,000
	2022-23	60,00,000
	2021-22	41,33,963
3. Recognition or awards	Mr. Vikram Jhunjhunwala, second generation entrepreneur, is a Commerce Graduate from St. Xavier's College, Kolkata, India having 30 years of rich experience in Aluminium industry. The Company has earned respect on account of its operational history over 30 years and is considered among the leading players and a reliable manufacturer of aluminium extrusion products and presently, caters to over 500 customers PAN India basis for various applications.	
4. Job profile and his suitability	Shri Vikram Jhunjhunwala had been actively involved in business strategy, business development and research and development functions in the Company. He is 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.	
5. Remuneration proposed	As per details herein above given in the Explanatory Statement.	
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration payable to Mr. Vikram Jhunjhunwala has been benchmarked with the remuneration being drawn by similar positions in the industry and size, nature of business and revenue pattern of the Company. The remuneration has been considered by the Nomination and Remuneration Committee of the Company at its meeting held on 11th February, 2025.	
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	As on the date of the notice, he is not holding any shares in the Company. His family members holds 2,58,76,682 Equity shares (32.35%) in the Company. He has no other pecuniary relationship directly or indirectly with the Company.	

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits	The resolution is primarily to facilitate the payment of remuneration to the Managing Director due to inadequacy of profits during his tenure due to economic slow-down and increase in input cost.
2. Steps taken or proposed to be taken for improvement	As mentioned, it is only an enabling resolution
3. Expected increase in productivity and profits in measurable terms	Not measurable - depending upon market sentiment and growth rate of the economy.

IV. DISCLOSURE

(1) The shareholders of the Company shall be informed of the remuneration package of the managerial person	As per details herein above given in the Explanatory Statement.	
(2) The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Annual Report –	Remuneration to Managing Director –	
(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;	Salary	42,75,000
	House Rent Allowance	17,10,000
	Medical allowance	15,000
	Total	60,00,000
(ii) Details of fixed component and performance linked incentives along with the performance criteria;	Remuneration to Managing Director – as per annexure - A below	
(iii) Service contracts, notice period, severance fees;		
(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	NIL	

It is proposed to approve the above in order to enable the Company to pay the remuneration to its Managing Director in the eventuality of loss/inadequacy of profits.

Annexure – A

Details of remuneration paid to the Managing Director during the financial year 2023-24:

Name of Director	Meetings Fees	Salary & Perquisites (in Rs.)	Total (in Rs.)	No. of Shares held as on 31-Dec-24
Mr. Vikram Jhunjhunwala, Managing Director	-	60,00,000	60,00,000	0

B. Details of Director seeking appointment /re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 - Secretarial Standard on General Meetings.

Brief Profile of Mr. Vikram Jhunjhunwala (DIN: 00169833)

Shri Vikram Jhunjhunwala, aged about 59 years, is a Commerce Graduate and has been working as Director of the Company since March 1996. Shri Vikram Jhunjhunwala has been Director of the Company for over 30 years, with his rich experience in the field of Aluminium extrusions industry and particularly in running of the Company.

Shri Vikram Jhunjhunwala, 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 in the Company.

Name of the Director	Mr. Vikram Jhunjhunwala
DIN	00169833
Date of Birth & Age	May 05, 1965 (Age : 59 Years)
Date of first appointment on Board	March 21, 1996
Qualification	B. Com (Hons)
Nature of expertise in specific functional areas	Please refer to the brief profile of Mr. Vikram Jhunjhunwala
Key terms and conditions of appointment	Managing Director, not liable to retire by rotation, to hold office for a period of 3 consecutive years, with effect from 12 th February, 2025 upto 11 th February, 2028.
Details of last drawn remuneration	As provided above
Details of remuneration sought to be paid	As provided above
No. of Board Meeting attended during the year	5 out of 5
Directorships in other Companies	<ul style="list-style-type: none"> ➤ Century Aluminium Manufacturing Co. Ltd. ➤ Camco Multi Metal Limited ➤ EEPC India

Membership/ Chairpersonship of Committees in other companies	Mr. Vikram Jhunhunwala is not the Chairman and members of any Committee of any other listed company.
Listed entities from which the person has resigned in the past three years	NIL
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel
Shareholding in the Company	NIL

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

Sd/-
Rajan Singh
Company Secretary and Compliance Officer
ICSI Membership No: A35350

Place: Kolkata
Dated: 11.02.2025

Registered Office:
113, Park Street, "N" Block, 2nd Floor,
Kolkata 700016, West Bengal
CIN: L27203WB1988PLC043705
Email: secretary@centuryextrusions.com
Website: www.centuryextrusions.com