



CENTURY EXTRUSIONS LIMITED

CIN NO : L27203WB1988PLC043705

Regd. Off : 113, Park Street, 'N' Block, 2nd Floor, Kolkata - 700 016

Tel No : (033) 2229 1012 / 1291, Fax No : (033) 2249 5656

Website : www.centuryextrusions.com

Postal Ballot Notice Pursuant To Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014

Dear Shareholders,

NOTICE is hereby given that pursuant to the Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, that the Resolution given below is proposed to be passed by Postal Ballot process for approving the borrowing limits of existing Rs. 200 crores.

The Company is, therefore, seeking your consent for the said proposal by passing Special Resolution by way of Postal Ballot in compliance with the provisions of Section 180(1) (c) of the Companies Act, 2013 (herein after referred to as "the Act") and other applicable provisions, if any. Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said Resolution, setting out the material facts and reasons thereof, is annexed to the Notice. Said Resolution and Explanatory Statement alongwith Postal Ballot Form is sent herewith for your consideration and consent.

Electronic Voting (e-voting) : Pursuant to Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India, the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company to enable them to cast their votes electronically. For this purpose, the Company has obtained the services of C.B. Management Services (P) Limited. E-voting is optional for shareholders.

The detailed procedure for e-voting is enumerated in the Instructions to the Postal Ballot Form. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from https://www.centuryextrusions.com/Postal_Ballot_Notice_&_Form.php or from website of Central Depository Services (India) Limited ("CDSL").

The Company has appointed Ms. Priti Todi, Practising Company Secretary as a Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and putting your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, 30th March, 2015. In respect of shareholders opting for e-voting mode as above, they should cast their vote online from 9.00 a.m. on 28th February, 2015 till 5.00 p.m. on 30th March, 2015 as per instructions provided in Postal Ballot Form. Your assent/dissent received after 30th March, 2015 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman of the Company. **The result of the Postal Ballot shall be announced on Tuesday, 31st March, 2015 at 11.00 a.m. at the registered office of the Company and shall also be displayed on the Company's website www.centuryextrusions.com besides communicating to the stock exchanges on which the shares of the Company are listed.**

PROPOSED RESOLUTION

Item No. 1 :

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 200 crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Registered Office :
113, Park Street,
'N' Block, 2nd Floor,
Kolkata - 700016

By Order of the Board of Directors
For **CENTURY EXTRUSIONS LIMITED**

Kolkata
28th February, 2015

Sumana Raychaudhuri
Company Secretary

Notes :

1. Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Company has received the Consent letter of Ms. Priti Todi, (CP No. 7270, Membership No. ACS 14611) of M/s P.S. & Associates, 225D, AJC Bose Road, 3rd Floor, Kolkata - 700020 to act as Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at its meeting held on Monday, 9th February, 2015 has appointed Ms. Priti Todi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 20th February, 2015 (Friday) and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the said date.
4. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
5. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self - addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
6. The resolution(s) will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the Postal Ballot indicates that the requisite majority of the Members have assented to the resolution(s).
7. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar & Transfer Agent M/s C B Management Services Private Limited, fill in the details and send the same to the Scrutinizer.
8. A member need not use all his / her votes in the same manner.
9. Members have option to vote either through Postal Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e -voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
11. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/her absence, by the next named Member
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
13. There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
14. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Monday, 30th March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
15. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
16. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.

17. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
18. A copy of the documents referred to in the Notice and accompanying Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. and 1.00 p.m. upto Monday, 30th March, 2015 except Sundays and public holidays without any fees.
19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote in the Postal Ballot by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 28th February, 2015 at 9.00 a.m. and ends on 30th March, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 20th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the 'CENTURY EXTRUSIONS LIMITED' on which you choose to vote.

- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of Companies Act, 2013]

Item Nos. 1 :

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 read with Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

The shareholders of the Company have passed an Ordinary Resolution under Section 293 of the Companies Act, 1956 at the Annual General Meeting held on 31st July, 2009 authorizing the Board of Directors of the Company to borrow monies for and on behalf of the Company upto a limit of Rs. 200 crores (Rupees Two hundred crores) and also to create charge or provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as priority as the Board in its absolute discretion thinks fit, on the assets of the Company.

The Ministry of Corporate Affairs (MCA) vide their Notification dated September 12, 2013 had notified, inter alia, the applicability of provisions of Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013 which stipulates obtaining prior approval of shareholders of the Company by way of Special Resolution for exercising specified powers of the Board.

Therefore, the Company is required to obtain consent of the Company by passing Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested, financial or otherwise, in the proposed resolutions.

The Board commends this resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

Registered Office :
113, Park Street,
'N' Block, 2nd Floor,
Kolkata - 700016

Kolkata
28th February, 2015

By Order of the Board of Directors
For CENTURY EXTRUSIONS LIMITED

Sumana Raychaudhuri
Company Secretary



CENTURY EXTRUSIONS LIMITED

CIN NO : L27203WB1988PLC043705

Regd. Off : 113, Park Street, 'N' Block, 2nd Floor, Kolkata - 700 016

Tel No : (033) 2229 1012 / 1291, Fax No : (033) 2249 5656

Website : www.centuryextrusions.com

POSTAL BALLOT FORM

Postal Ballot No.

1. Name and registered address of the sole/first :
Named Member (IN BLOCK LETTERS)
2. Name(s) of the Joint Member(s), if any :
(IN BLOCK LETTERS)
3. Registered Folio Number :
DP Id/Client ID No.*
(*Applicable to investors holding shares
in dematerialized form)
4. Number of Share(s) held
5. I/We, hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 28th February, 2015 of M/s. Century Extrusions Limited by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (ü) at the appropriate column below :

| Item No. Resolution | Description | No. of equity share(s) held | I/We assent to the Special Resolution (FOR) | I/We dissent to the Special Resolution (AGAINST) |
|---------------------|--|-----------------------------|---|--|
| 1 | Special Resolution for approval of existing borrowing power up to Rs. 200 crores and creation of charge and / mortgage in favour of Lenders. | | | |

Place :

Date :

(Signature of Member)

E-VOTING

| EVSN (E-Voting Sequence Number) | User ID | PAN / Sequence No. |
|------------------------------------|---------|--------------------|
| | | |

- Note :**
1. Please return duly filed and signed postal ballot form.
 2. Last date for receipt of Postal Ballot Form is Monday, 30th March, 2015 (5.00pm)
 3. Please refer Notes of the Notice of Postal Ballot dated 28th February, 2015 for instructions for filing the Form and for voting through electronic means.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, shareholders need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the shareholder, will also be accepted.
2. The self-addressed Business Reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder;
4. Voting through Postal Ballot cannot be exercised by proxies.
5. Incomplete or unsigned Postal Ballot Forms will be rejected.
6. There will be one Postal Ballot Form for every Folio/Client Id. irrespective of the number of joint holder(s).
7. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 30th March, 2015. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories;
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on 20th February, 2015.
11. A shareholder need not use all his/her votes in the same manner.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
14. The result of the Postal Ballot shall be announced on 31st March, 2015 at 11.00 a.m. at the Registered Office of the Company at 113, Park Street, 'N' Block, 2nd Floor, Kolkata - 700016 and the same will also be posted on website of the Company.