



## Century Plyboards (India) Limited

CIN: L20101WB1982PLC034435

6, Lyons Range, Kolkata - 700001

Ph.No: (033) 3940 3950, Fax: 033 2248 3539

Email: investors@centuryply.com, Website: www.centuryply.com

### NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Century Plyboards (India) Limited will be held on Thursday, 27th August, 2015 at 11.00 A.M. at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata- 700 001, to transact the following businesses:

#### ORDINARY BUSINESS

- 1 To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.
- 2 To confirm declaration and payment of Interim Dividend and to declare final dividend on Equity Shares for the financial year ended 31st March, 2015.
- 3 To appoint a Director in place of Sri Hari Prasad Agarwal (DIN: 00266005), who retires by rotation and being eligible, seeks re-appointment.
- 4 To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass, with or without modification, the following resolution as an Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the

recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on 11th September, 2014, the appointment of M/s. Singhi & Co., Chartered Accountants [Firm Registration No. 302049E] as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

By Order of the Board  
For Century Plyboards (India) Ltd.

Sundeep Jhunjhunwala  
Company Secretary

Registered Office  
6, Lyons Range  
Kolkata- 700 001  
21st July, 2015

## NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint one or more proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
4. The Register of Members and Share Transfer books of the Company will remain closed from 21st August, 2015 to 27th August, 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended 31st March, 2015 and the Annual General Meeting.
5. The Board of Directors at their meeting held on 28th April, 2015, has recommended payment of final dividend on equity shares @ Re. 1.25 per equity share for the financial year 2014-15. The dividend so recommended by the Board, if declared by the members at the ensuing Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on 20th August, 2015 in the list of beneficial owners to be provided by NSDL and CDSL, in respect of shares held in electronic (demat) form and (b) whose names appear in the Register of Members of the Company on 27th August, 2015, after giving effect to valid transfer requests received on or before 20th August, 2015.
6. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents (RTA), Maheshwari Datamatics Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify change, if any, in address, bank mandate and bank particulars for printing on the dividend warrants, under their signatures, to Maheshwari Datamatics Private Limited, quoting folio nos.
8. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. Nomination form can be downloaded from the Company's website [www.centuryply.com](http://www.centuryply.com) under the section 'Investors'. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off-market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Maheshwari Datamatics Private Limited.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datamatics Private Limited, for consolidation into a single folio.

11. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
12. Relevant documents meant for inspection and referred to in the Annual Report, are open for inspection at the Registered Office of the Company, 6, Lyons Range, Kolkata-700 001, during office hours between 11.00 A.M. and 1.00 P.M. on all working days till the date of this Annual General Meeting.
13. Members are required to bring their admission slip at the Meeting.
14. The Company has transferred the unpaid or unclaimed dividend upto financial year 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.centuryply.com](http://www.centuryply.com)), as also on the website of the Ministry of Corporate Affairs. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company or its RTA. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund.
15. Electronic copies of the Annual Report 2015 are being sent by email only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by permitted mode.
16. The Notice of Annual General Meeting, Attendance Slip, Proxy Form and Remote E-voting particulars are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. a) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the Listing Agreement, the Company has provided facility of remote e-voting to all Members, for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
  - b) At the Annual General Meeting, facility for voting through ballot paper shall be made available and only the members as on the "cut-off date", i.e. 20th August, 2015, who have not cast their vote by remote e-voting, shall be entitled to exercise their right to vote at the Annual General Meeting through ballot paper.
  - c) The Members who have cast their votes through electronic means prior to the meeting may still attend the meeting but shall not be entitled to cast their vote again.
  - d) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 20th August, 2015, are entitled to vote on the Resolutions set forth in this Notice and a person who is not a Member as on cut-off date should treat this notice for information purpose only. Members who have acquired shares after the despatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
  - e) The remote e-voting period will commence at 9.00 a.m. on Monday, 24th August, 2015 and will end at 5.00 p.m. on Wednesday, 26th August, 2015. The remote e-voting shall not be allowed beyond 5.00 p.m. on 26th August, 2015.
  - f) At the end of remote e-voting, the facility shall forthwith be blocked.
  - g) The Company has appointed Sri Manoj Kumar Banthia, Practising Company Secretary, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
  - h) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.centuryply.com](http://www.centuryply.com) and on

the website of NSDL <https://www.evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.

#### PROCEDURE FOR E-VOTING

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating the casting of votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting"). The procedure with respect to e-voting is provided below: -

(a) **In case of Members who receive the Notice in electronic mode:**

- (i) Open the PDF file 'Centuryply e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder-Login
- (iv) Insert user ID and password as initial password stated in (i) above. Click on 'Login'.
- (v) If you are logging in for the first time, Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
- (vi) Once the e-Voting home page opens, click on e-Voting > Active Voting Cycles.
- (vii) Select the EVEN (E-Voting Event Number) of Century Plyboards (India) Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- (viii) Cast your vote by selecting your favoured option and click 'Submit'. Also click 'Confirm' when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(x) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

(b) **In case of Members who receive the Notice by post:**

- (i) User ID and initial password is provided in the admission slip for the AGM.
  - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (x) above, to cast your vote.
- II. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for Shareholders available in the 'Downloads' section of NSDL's e-voting website-<https://www.evoting.nsdl.com>. You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IV. The voting rights shall be as per the number of equity shares held by the Member(s) as on Thursday, 20th August, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall remain open for atleast three days and shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Monday, 24th August, 2015 and will end at 5.00 p.m. on Wednesday, 26th August, 2015. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.
- VI. In case of any queries or grievances pertaining to voting by electronic means you may contact Mr. Rajiv Ranjan, Assistant Manager, NSDL at the designated e-mail ids: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in).
18. Members may also note that the Notice of AGM and the Annual Report 2015 will be available on the Company's website, [www.centuryply.com](http://www.centuryply.com). The physical copies of the

aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication may write to us at: investors@centuryply.com

19. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
21. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished as an Annexure and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

22. The Route map of the venue of Annual General Meeting i.e. Indian Chamber of Commerce Auditorium, 4, India Exchange Place, Kolkata- 700 001 is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

By Order of the Board  
For Century Plyboards (India) Ltd.

Sundeep Jhunjhunwala  
Company Secretary

Registered Office  
6, Lyons Range  
Kolkata- 700 001  
21st July, 2015

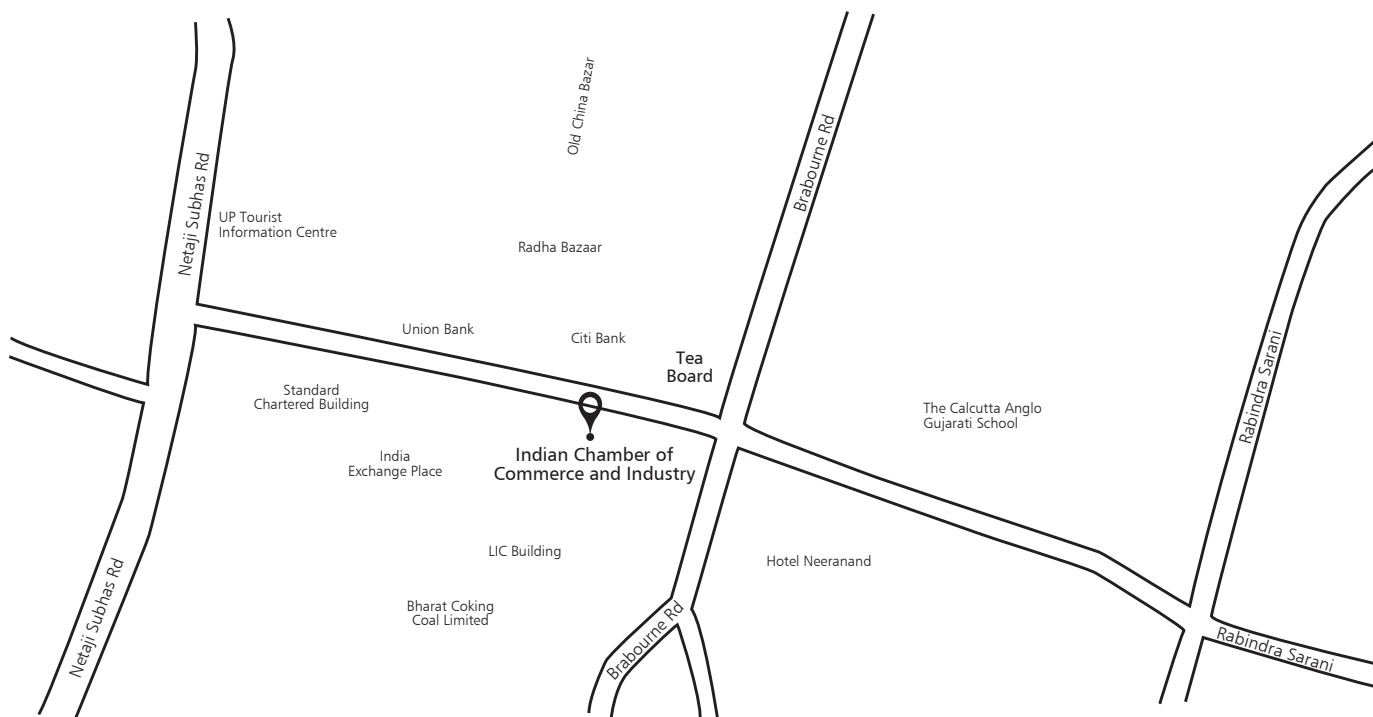
## Additional information on directors recommended for appointment / re-appointment as required under Clause 49 of the Listing Agreement and Secretarial Standards

### Sri Hari Prasad Agarwal

Director's Identification Number (DIN)	00266005		
Brief Profile	Sri Hari Prasad Agarwal is presently Vice- chairman and Executive Director of the Company. He is one of the founder Promoters of the Company and has been actively associated in the day-to-day administration of the Company since beginning. Sri Agarwal is a well-known figure in the social and cultural circle in Kolkata. He is associated with several social and charitable organisations.		
Age	67		
Qualification	B.Com		
Expertise in specific area	Finance and Administration		
Experience	42 Years		
Date of first appointment on the Board of the Company	05.01.1982		
Shareholding in the Company	2435760 equity shares of F.V. Re. 1 each.		
Terms and conditions of re-appointment and details of remuneration	No Change in the Terms and Conditions of Appointment. Present Remuneration Ceiling- Rs. 10,00,000 per month Present Remuneration paid- Rs. 2,50,000 per month		
Number of Meetings attended during the year	Meetings	Held	Attended
	Board Meetings	4	4
	Audit Committee Meetings	4	4
	Share Transfer cum Stakeholders Relationship Committee	16	16
	Corporate Social Responsibility Committee	1	1

List of Directorship held in other companies	<ol style="list-style-type: none"> <li>1. Century Crop Sciences Pvt. Ltd.</li> <li>2. Century Plantations Ltd.</li> <li>3. Landmark Veneers Pvt. Ltd.</li> <li>4. Megha Technical &amp; Engineers Pvt. Ltd.</li> <li>5. Century Plyboards (Meghalaya) Ltd.</li> <li>6. Pushpanjali Abasan Pvt. Ltd.</li> <li>7. Shyam Century Cement Industries Ltd.</li> <li>8. Shyam Century Metallic Ltd.</li> <li>9. Century Sumeru Development Ltd.</li> <li>10. Century Sumeru Infrastructure Ltd.</li> <li>11. Amul Boards Pvt. Ltd.</li> <li>12. Star Ferro and Cement Ltd.</li> <li>13. Century LED Ltd.</li> </ol>
Membership/ Chairmanships of Audit and Stakeholders Relationship Committees	<ol style="list-style-type: none"> <li>1. Century Plyboards (India) Ltd.- Member - Audit Committee &amp; Share Transfer cum Stakeholders Relationship Committee</li> <li>2. Star Ferro and Cement Ltd.- Member - Audit Committee &amp; Stakeholders Relationship Committee</li> <li>3. Megha Technical &amp; Engineers Pvt. Ltd. - Member - Audit Committee</li> </ol>
Sri Hari Prasad Agarwal is not related to any other Director or Key Managerial Personnel of the Company.	

## ROUTE MAP











**CENTURY PLYBOARDS (INDIA) LIMITED**

(CIN: L20101WB1982PLC034435)

**Registered Office:** 6, Lyons Range, Kolkata - 700 001; **Phone:** (033) 39403950  
**Fax:** (033) 22483539; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

**PROXY FORM – MGT 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

34th Annual General Meeting held on Thursday, August 27, 2015 at 11.00 A.M. at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata - 700 001	
Serial No.	
Name of Member(s)	
Registered Address	
Email ID	
Folio No./DP ID & Client ID	

I/We being the member(s) of..... shares of Century Plyboards (India) Limited hereby appoint:

- Name.....Address.....  
Email ID.....Signature.....or failing him;
- Name.....Address.....  
Email ID.....Signature.....or failing him;
- Name.....Address.....  
Email ID.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Thursday, August 27, 2015 at 11.00 A.M. at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)*		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015, the Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors.			
2	Confirm declaration and payment of Interim Dividend and to declare final dividend on Equity Shares for the financial year ended 31st March, 2015.			
3	Appointment of Sri Hari Prasad Agarwal who retires by rotation and being eligible, seeks re-appointment.			
4	Ratify appointment of Statutory Auditors and to authorise the Board of Directors to fix their remuneration.			

Signed this .....day of ..... 2015.

Signature of the shareholder(s) .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- \* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.



**CENTURY PLYBOARDS (INDIA) LIMITED**

(CIN: L20101WB1982PLC034435)

**Registered Office:** 6, Lyons Range, Kolkata - 700 001; **Phone:** (033) 39403950

**Fax:** (033) 22483539; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

**ATTENDANCE SLIP**

<b>Serial No.</b>	
<b>Name of Member(s)</b>	
<b>Registered Address</b>	
<b>Folio No./DP ID &amp; Client ID</b>	
<b>No. of shares held</b>	

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on Thursday, August 27, 2015 at 11.00 A.M. at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata - 700 001.

.....  
Member's/Proxy's name in Block letters

.....  
Member's/Proxy's signature

**Note:**

1. Please complete and sign this Attendance Slip and handover at the Attendance Verification Counter at venue of the meeting.
2. Please bring your copy of Annual Report to the Meeting.