



## **CENTURY PLYBOARDS (INDIA) LIMITED**

(CIN: L20101WB1982PLC034435)

Registered Office: 6, Lyons Range, Kolkata 700 001, Phone: (033) 3940 3950

Fax: (033) 2248 3539; Website: www.centuryply.com; Email: investors@centuryply.com

### **NOTICE**

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Century Plyboards (India) Limited will be held on Friday, 1st September, 2017 at 11:00 A.M., at Satyajit Ray Auditorium, Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata- 700071, to transact the following businesses:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the Audited Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Sri Hari Prasad Agarwal (DIN: 00266005) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri Prem Kumar Bhajanka (DIN:00591512) who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, 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 Annual General 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, 2018 as may be determined by the Audit Committee in consultation with the Statutory Auditors."

#### **SPECIAL BUSINESS**

##### **6. Appointment of Sri Vijay Chhibber (DIN: 00396838) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Sri Vijay Chhibber (DIN: 00396838), appointed as an Additional Director of the Company in the Independent category with effect from 1st February, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st January, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation."

##### **7. Appointment of Sri Debanjan Mandal (DIN: 00469622) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Sri Debanjan Mandal (DIN: 00469622), appointed as an Additional Director of the Company in the Independent category with effect from 1st August, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st July, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**8. Appointment of Sri Sunil Mitra (DIN: 00113473) as an Independent Director.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Sri Sunil Mitra (DIN: 00113473), appointed as an Additional Director of the Company in the Independent category with effect from 3rd August, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st July, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**9. Appointment of Smt. Nikita Bansal (DIN: 03109710) as a Director.**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Smt. Nikita Bansal (DIN: 03109710), appointed as an Additional Director of the Company with effect from 1st February, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to determination by retirement of Directors by rotation.”

**10. Appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company.**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V thereof and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Smt. Nikita Bansal, as Executive Director of the Company for a period of five years from 1st February, 2017 to 31st January, 2022, liable to retire by rotation, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Smt. Nikita Bansal, a copy whereof duly authenticated by the Chairman and placed before this meeting and which Agreement be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of appointment including increase of remuneration and perquisites of Smt. Nikita Bansal in such manner as may be agreed to between the Board and her, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred

to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**11. Re-appointment of Hari Prasad Agarwal (DIN: 00266005), as Vice-Chairman and Executive 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 recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri Hari Prasad Agarwal, as Vice-Chairman and Executive Director of the Company for a period of five years from 1st June, 2017 to 31st May, 2022, liable to retire by rotation, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Sri Hari Prasad Agarwal, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of appointment including increase of remuneration and perquisites of Sri Hari Prasad Agarwal in such manner as may be agreed to between the Board and him, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

Registered Office  
6, Lyons Range  
Kolkata : 700 001  
1st August, 2017

Sd/-  
**Sundeep Jhunjunwala**  
Company Secretary

---

## NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- 2 When a member appoints a proxy and subsequently both the member and the proxy attend the meeting, the proxy shall automatically stand revoked.
- 3 During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the same, a member, during business hours of the Company, would be entitled to inspect the proxies lodged, provided that not less than three days of notice in writing is given to the Company.
- 4 In case of joint holders attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
- 5 Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 6 The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 3rd August, 2017 to Wednesday, 9th August, 2017 (both days inclusive) for the purpose of payment of final dividend for the

financial year ended 31st March, 2017.

- 7 The Board of Directors at its meeting held on 23rd May, 2017, has recommended payment of final dividend on equity shares @ ₹ 1.00 per equity share for the financial year 2016-17. 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 2nd August, 2017 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 9th August, 2017, after giving effect to valid transfer requests received on or before 2nd August, 2017.
- 8 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 Registrar and Transfer Agent (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.
- 9 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.
- 10 Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 or SH-14, as applicable for this purpose to the Company's RTA. These forms can be obtained from the Company's RTA or 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.
- 11 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) 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 update their PAN with 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.
- 12 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.
- 13 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.
- 14 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 AM and 1.00 PM on all working days till the date of this Annual General Meeting.
- 15 Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/ Depository Participant for admission at the entrance to the venue of the meeting.
- 16 The Company has transferred the unpaid/ unclaimed dividend for the years prior to and including the financial year 2008-09 and unclaimed interim dividend for financial year 2009-10, from time to time, on respective due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has also uploaded the details of unpaid/ 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 be transferred to the IEPF on due dates.

- 17 As per the requirements of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules 2016'), the Company had sent intimation to all the shareholders who had not claimed/ encashed their dividends consecutively for the last seven years informing them that in the event those shareholders do not claim the same, the Company will be required to transfer the corresponding shares to the IEPF Suspense Account by the due date prescribed under the IEPF Rules, 2016 or such other extended date as maybe notified. The Company had also simultaneously published notice in the leading newspapers in this regard and also uploaded on the "Investors Section" of the Company's website, details of such shareholders and shares which are due for transfer to IEPF Suspense Account.
- 18 Electronic copies of the Annual Report 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 are being sent by permitted mode.
- 19 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.
- 20
  - a) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide 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) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 25th August 2017, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. 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.
  - c) The remote e-voting period will commence at 9.00 a.m. on Monday, 28th August, 2017 and will end at 5.00 p.m. on Thursday, 31st August, 2017. The remote e-voting shall not be allowed beyond 5.00 p.m. on 31st August, 2017.
  - d) At the end of remote e-voting, the facility shall forthwith be blocked.
  - e) 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. Friday, 25th August 2017 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.
  - f) 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.
  - g) The Company has appointed Sri Manoj Kumar Banthia, Company Secretary in Practice, as the Scrutinizer to scrutinize and ensure that the voting process is carried out 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 forty eight hours 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 that of NSDL <https://www.evoting.nSDL.com>, besides being displayed on the Notice Board of the Company at its Registered Office. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.
  - i) **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.nsd.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 in physical mode:**

- i. User ID and initial password is provided in the admission slip for the AGM.
  - ii. Please follow all steps from Sr. Nos. A (ii) to A (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.nsd.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 25th August, 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. Voting period shall commence at 9.00 a.m. on Monday, 28th August, 2017 and will end at 5.00 p.m. on Thursday, 31st August, 2017. 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).
21. Members may also note that the Notice of AGM and the Annual Report 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](mailto:investors@centuryply.com)
22. 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.
23. 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.
24. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Special Business under item nos. 6 to 11 of the Notice, is annexed hereto.
25. Information in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards

on General Meetings' in respect of Directors seeking appointment / re-appointment at the AGM, is annexed to this Notice.

- 26 The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the 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 venue of the Annual General Meeting.
- 27 The Route map of the venue of Annual General Meeting 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.**

Registered Office  
6, Lyons Range  
Kolkata : 700 001  
1st August, 2017

Sd/-  
**Sundeep Jhunjhunwala**  
Company Secretary

---

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **Item No. 6**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 31st January, 2017 approved the appointment of Sri Vijay Chhibber as an Additional Director on the Board of the Company in Independent category with effect from 1st February, 2017 for a term upto 31st January, 2020, subject to regularization/ approval by the shareholders of the Company at the ensuing Annual General Meeting.

Sri Chhibber is a retired officer of Indian Administrative Service, 1978 batch, Manipur-Tripura Cadre and holds a Masters degree in History. He has an experience of over 37 years in various capacities in State and Central Government including State/Deputy Commissioner Ukhrul, Secretary to Chief Minister Manipur; Principle Secretary Finance, Election, etc. He has been the Deputy Secretary Commerce and Director Cabinet Secretariat with Government of India besides being Joint Secretary Fertilizer, Additional Secretary Shipping, Road Transport and Highways, Secretary Defence (ex-servicemen) and Secretary Road Transport and Highways. He is presently an Advisor to the International Roads Federation, Geneva and also Chairman-cum-Managing Director of Unibrain Consultants, New Delhi. Other details in respect of him in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings' is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013, Sri Vijay Chhibber holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a declaration from Sri Vijay Chhibber that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed.

A notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the appointment of Sri Vijay Chhibber as a Director of the Company. The notice is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that Sri Vijay Chhibber, proposed to be appointed as Director, fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company and hence the Resolution at item no. 6 of this Notice is recommended for your approval.

Except Sri Vijay Chhibber and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution at item no. 6 of the Notice.

**Item No. 7**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 1st August, 2017 approved the appointment of Sri Debanjan Mandal as an Additional Director on the Board of the Company in Independent category with effect from 1st August, 2017 for a term upto 31st July, 2020, subject to regularization/ approval by the shareholders of the Company at the ensuing Annual General Meeting.

Sri Mandal is a partner in Fox & Mandal, a premier multi-disciplinary law firm in Kolkata and part of Fox Mandal Group of Law Firms in India. His areas of practice are Corporate & Commercial, Banking & Finance, Real Estate, Infrastructure Projects, Succession & Trusts, Dispute Resolution, Mergers & Acquisitions, Projects & Project Finance and Private Equity & Venture Capital. He is a Member of the Incorporated Law Society and the High Court Club, High Court at Calcutta, Supreme Court Bar Association, International Bar Association, U.K. and is also a Consultant at Asian Development Bank. He is also a Member of the Executive Committee of Indian Chamber of Commerce and Chairman of ICC National Expert Committee on Corporate & Legal affairs. He is a prominent speaker and attends various meetings and seminars in India and abroad. Other details in respect of him in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings' is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013, Sri Debanjan Mandal holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a declaration from Sri Debanjan Mandal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed.

A notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the appointment of Sri Debanjan Mandal as a Director of the Company. The notice is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that Sri Debanjan Mandal, proposed to be appointed as Director, fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. His vast knowledge and varied experience in the field of Law will be of immense value to the Company and hence the Resolution at item no. 7 of this Notice is recommended for your approval.

Except Sri Debanjan Mandal and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution at item no. 7 of the Notice.

**Item No. 8**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 1st August, 2017 approved the appointment of Sri Sunil Mitra as an Additional Director on the Board of the Company in Independent category with effect from 3rd August, 2017 for a term upto 31st July, 2020, subject to regularization/ approval by the shareholders of the Company at the ensuing Annual General Meeting.

Sri Sunil Mitra retired in June 2011 from the office of Revenue & Finance Secretary, Government of India. In his public service career spanning over three and a half decades, he successfully spearheaded important policy initiatives in public finance at the national level, including a new disinvestment policy and far-reaching taxation reforms. During his earlier appointments under the West Bengal Government, he is credited with the design and implementation of significant public policy reforms in the State-owned Public Sector Enterprises and in restructuring the State's power sector. After completing his term of public service, Sri Mitra chaired a Committee in the Planning Commission between October 2011 and August 2012.

Till mid-2016, Sri Mitra was engaged in leading a team for a Consortium led by M/s IPE Global Limited, New Delhi that designed and managed a 'Knowledge Partnership Programme' for the Department of International Development of the Government of the United Kingdom. He also served as member of a Technical Advisory Panel set up by the Government of India, to review an Indian Power Sector Diagnostic Study Report undertaken by the World Bank. Sri Sunil Mitra also serves as a Non-official Member of the Eastern Regional Board of the Reserve Bank of India. Other details in respect of him in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings' is annexed to this Notice.



In terms of Section 161(1) of the Companies Act, 2013, Sri Sunil Mitra holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a declaration from Sri Sunil Mitra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed.

A notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the appointment of Sri Sunil Mitra as a Director of the Company. The notice is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that Sri Sunil Mitra, proposed to be appointed as Director, fulfils the conditions specified in the Act and the Rules made thereunder and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. His vast knowledge and varied experience in planning and administration will be of immense value to the Company and hence the Resolution at item no. 8 of this Notice is recommended for your approval.

Except Sri Sunil Mitra and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned in the Resolution at item no. 8 of the Notice.

#### **Item No. 9 & 10**

Pursuant to the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, the Board of Directors of the Company has approved the appointment of Smt. Nikita Bansal as Additional Director on the Board of the Company in Executive category for a period of five years from 1st February, 2017 upto 31st January, 2022, subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

#### **I SALARY:**

₹ 2,00,000/- per month subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed ₹ 20,00,000 per month.

#### **II PERQUISITES:**

In addition to salary, the Executive Director shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate of such perquisites shall not exceed ₹ 1,00,000/- per month.

The Executive Director shall also be entitled to the following perquisites which shall not be included in the remuneration/perquisites as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to her.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to her.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

Smt. Nikita Bansal is the daughter of Sri Sanjay Agarwal, Chief Executive Officer and Managing Director and she has already been working with the Company in Executive capacity prior to her appointment as Director on the Board. Smt. Nikita Bansal is a graduate in Economics and is also a Minor in Business and Mathematics from New York University. Smt. Bansal

has been heading the Century door product line and she has also been instrumental in leading change management efforts within the Company like vision and goal setting, internal communication, employee engagement, travel desk, etc. Other details in respect of her in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings', is annexed to this Notice.

In terms of Section 161(1) of the Companies Act, 2013, Smt. Nikita Bansal holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, liable to retire by rotation, subject to the approval of the shareholders. Requisite consent, pursuant to Section 152 of the Act has also been submitted by her to act as Director, if appointed. Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration to her.

A notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the appointment of Smt. Nikita Bansal as a Director of the Company. The notice is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

The Board of Directors is of the opinion that Smt. Nikita Bansal, proposed to be appointed, fulfils the conditions specified in the Act and the rules made thereunder. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as a Director. Her knowledge and experience will be of great value to the Company and hence recommends the Resolutions at items no. 9 and 10 of this Notice for your approval.

Except Smt. Nikita Bansal, Sri Sanjay Agarwal and their relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in these resolutions set out at items no. 9 and 10 of the Notice except to the extent of their respective shareholdings in the Company.

#### **Item No. 11**

Sri Hari Prasad Agarwal was re-appointed as Vice-Chairman and Executive Director of the Company for a period of five years from 1st June, 2012 to 31st May, 2017. Pursuant to the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, the Board of Directors of the Company has approved his re-appointment as Vice-Chairman and Executive Director of the Company for a further period of five years from 1st June, 2017 to 31st May, 2022 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

#### **I SALARY:**

₹ 5,00,000/- per month subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed ₹ 20,00,000/- per month.

#### **II PERQUISITES:**

In addition to salary, the Executive Director shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate of such perquisites shall not exceed ₹ 1,00,000/- per month.

The Executive Director shall also be entitled to the following perquisites which shall not be included in the remuneration/perquisites as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

Section 196(3) of the Companies Act, 2013, *inter alia*, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution. Part 1 of Schedule V to the Act also contains similar relaxation.

Sri Hari Prasad Agarwal would be attaining the age of 70 on 26th May, 2018. As such, it is recommended that his present re-appointment itself as Vice-Chairman and Executive Director be approved by the members by way of a Special Resolution.

Keeping in view that Sri Agarwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Sri Agarwal as Vice-Chairman and Executive Director.

Sri Hari Prasad Agarwal, aged 69 years, is a commerce graduate having more than 44 years of rich experience. 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 1982. He has also contributed extensively in the diversification and growth of the Company. Sri Agarwal is a well-known figure in the social and cultural circle in Kolkata. He is associated with several social and charitable organisations. Other details in respect of him in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings', is annexed to this Notice.

Your Directors believe that continued association of Sri Hari Prasad Agarwal would be immensely beneficial to the Company and hence recommends the Resolution at item no. 11 of this Notice for your approval.

Except Sri Hari Prasad Agarwal and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 11 of the Notice except to the extent of their respective shareholdings in the Company.

## ANNEXURE TO THE NOTICE

### Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')

Name	Sri Hari Prasad Agarwal	Sri Prem Kumar Bhajanka	Sri Vijay Chhibber	Sri Debanjan Mandal	Sri Sunil Mitra	Smt Nikita Bansal
	(3 & 11)	(4)	(6)	(7)	(8)	(9 & 10)
Director's Identification Number (DIN)	00266005	00591512	00396838	00469622	00113473	03109710
Age (Years)	69	59	61	44	66	27
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Qualification	Commerce Graduate	Commerce Graduate	1. IAS, 1978 2. Masters in History	Law Graduate	1. IAS, 1975 2. Bachelor in Science	1. Economic Graduate, 2. Minor in Business and Mathematics from New York University
Experience (Years)	44	37	37	27	42	6
Expertise in specific functional area	Management, administration & finance	Production, management & administration	Administration	Legal and Law	Planning & administration	Marketing, Internal communication and administration
Date of first appointment on the Board of the Company	05/01/1982	16/04/2008	01/02/2017	01/08/2017	01/08/2017	01/02/2017
Shareholding in the Company (equity shares of F.V. ₹ 1 each.)	2435760	4636997	Nil	Nil	Nil	50000
Terms and conditions of appointment/reappointment and details of remuneration						
Terms and conditions	Tenure upto 31.05.2022 Liable to retire by Rotation	Tenure upto 31.07.2018 Liable to retire by Rotation	Tenure upto 31.01.2020 Not Liable to retire by Rotation	Tenure upto 31.07.2020 Not Liable to retire by Rotation	Tenure upto 31.07.2020 Not Liable to retire by Rotation	Tenure upto 31.01.2022 Liable to retire by Rotation
Present ceiling of Remuneration (₹) p.a.	2,40,00,000	2,40,00,000	Overall limit of 1% of Net Profit for all Non-Executive Directors	Overall limit of 1% of Net Profit for all Non-Executive Directors	Overall limit of 1% of Net Profit for all Non-Executive Directors	2,40,00,000
Last drawn remuneration (₹) p.a.	60,00,000	1,20,00,000	Nil	Nil	Nil	4,00,000 <sup>#</sup>
Number of Board Meetings attended during the FY 2016-17 (out of 4 held)	4	3	Nil *	Nil ^	Nil <sup>5</sup>	Nil *

Name	Sri Hari Prasad Agarwal	Sri Prem Kumar Bhajanka	Sri Vijay Chhibber	Sri Debanjan Mandal	Sri Sunil Mitra	Smt Nikita Bansal
	(3 & 11)	(4)	(6)	(7)	(8)	(9 & 10)
<b>List of directorships held in other Companies (Excluding Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Century Plyboards (Meghalaya) Ltd.</li> <li>2. Landmark Veneers Pvt. Ltd.</li> <li>3. Pushpanjali Abasan Pvt. Ltd.</li> <li>4. Shyam Century Metallic Ltd.</li> <li>5. Amul Boards Pvt. Ltd.</li> <li>6. Century Sumeru Development Ltd.</li> <li>7. Century Sumeru Infrastructure Ltd.</li> <li>8. Century Crop Sciences Pvt. Ltd.</li> <li>9. Century Plantations Ltd.</li> <li>10. Megha Technical and Engineers Pvt. Ltd.</li> <li>11. Shyam Century Cement Industries Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Lal Pahar Tea Estate Pvt. Ltd.</li> <li>2. Auro Sundram Ply And Door Pvt. Ltd.</li> <li>3. Namchic Tea Estate Pvt. Ltd.</li> <li>4. Profound Cement Works Ltd.</li> <li>5. Star Cement Meghalaya Ltd.</li> <li>6. Star Cement Ltd.</li> <li>7. Meghalaya Power Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. EV Motors India Pvt. Ltd.</li> <li>2. Unibrain Consultancy Service Pvt. Ltd.</li> <li>3. International Cargo Terminals and Infrastructure Pvt. Ltd.</li> <li>4. Dilip Buildcon Ltd.</li> <li>5. Scania Commercial Vehicles Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Apeejay Surrendra Park Hotels Ltd.</li> <li>2. Edward Food Research &amp; Analysis Centre Ltd.</li> <li>3. Apeejay Tea Ltd.</li> <li>4. Indian Chamber of Commerce Calcutta</li> <li>5. Fox &amp; Mandal Consultancy Solutions Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Dollar Industries Ltd.</li> <li>2. Texmaco Rail &amp; Engineering Ltd.</li> <li>3. Nicco Parks &amp; Resorts Ltd.</li> <li>4. Edelweiss Financial Services Ltd.®</li> <li>5. Patton International Ltd.</li> <li>6. Calcutta Promotions</li> <li>7. ECL Finance Ltd.®</li> <li>8. Peerless Trust Management Co. Ltd.</li> <li>9. Magma HDI General Insurance Co. Ltd.</li> <li>10. Edelweiss Securities Ltd.®</li> <li>11. IPE Global Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Century Coats Ltd</li> </ol>
<b>Membership/ Chairmanships of Committees of Boards of other Companies**</b>	<b>Membership in Audit Committee:</b> <ol style="list-style-type: none"> <li>1. Megha Technical and Engineers Pvt. Ltd.</li> </ol>	None	None	None	<b>Chairmanship in Audit Committee:</b> <ol style="list-style-type: none"> <li>1. Peerless Trust Management Co. Ltd.</li> <li>2. IPE Global Ltd.</li> </ol> <b>Membership in Audit Committee:</b> <ol style="list-style-type: none"> <li>1. Edelweiss Financial Services Ltd.®</li> <li>2. ECL Finance Ltd.®</li> <li>3. Edelweiss Securities Ltd.®</li> <li>4. Patton International Ltd.</li> <li>5. Magma HDI General Insurance Co. Ltd.</li> </ol> <b>Membership in Stakeholders' Relationship Committee:</b> <ol style="list-style-type: none"> <li>1. NICCO Parks &amp; Resorts Ltd.</li> </ol>	None
<b>Relationship with other Directors and Key Managerial Personnel</b>	None	None	None	None	None	Daughter of Sri Sanjay Agarwal

\* Appointed w.e.f. 01.02.2017

^ Appointed w.e.f. 01.08.2017.

\$ Appointed w.e.f. 03.08.2017.

@ Term expiring on 03.08.2017

# Remuneration for 2 months w.e.f. 1st February, 2017

\*\* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Committee have been considered.



# ROUTE MAP

