



Corporate Governance Report

The Directors present the Company's Report on Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. Corporate Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the executive management are used with care and responsibility to meet stakeholders' aspirations and societal expectations.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices and regulatory compliance. For Century Plyboards (India) Ltd., Corporate Governance is not a destination, but a journey wherein we seek to perpetually improve the conscience of the well balanced interests of all the stakeholders as we walk the miles, spend the years, do more projects and spread our presence through continents to touch more and more lives. The Company recognises the importance of Corporate Governance, ensuring good governance through disclosures, transparency, integrity, accountability, responsibility and fairness in all its dealings with employees, shareholders, customers, suppliers and society at large.

1. BOARD OF DIRECTORS

Composition

The Company's policy towards composition of the Board is to have an appropriate mix of executive and independent Directors to maintain the independence of the Board, and to separate its functions of governance and management. As on March 31, 2012, the Board consisted of twelve Directors, including and headed by an Executive Chairman. The Board of the Company has an optimum combination of Promoter, Independent, Executive and Non-Executive Directors. For effective operations of the Company there are three Managing Directors. Sri Sanjay Agarwal, Sri Prem Kumar Bhajanka and Sri Vishnu Khemani were re-designated as Managing Directors while Sri Sajjan Bhajanka was re-designated as Chairman and Whole-Time Director with effect from 31st October, 2011. There are six Non-Executive Independent Directors. The Board members are expert in different disciplines of corporate working i.e. finance, technical, marketing, administration, etc. The Independent Directors are expert professionals with high credentials and actively contribute in the deliberations of the Board.

As on 31st March, 2012, the Board consisted of the following members :

Sl. No.	Name	Designation	Whether Promoter	Whether Executive	Whether Independent
1	Sri Sajjan Bhajanka	Chairman & Whole-Time Director	Yes	Yes	No
2	Sri Hari Prasad Agarwal	Vice Chairman & Executive Director	Yes	Yes	No
3	Sri Sanjay Agarwal	Managing Director	Yes	Yes	No
4	Sri Prem Kumar Bhajanka	Managing Director	Yes	Yes	No
5	Sri Vishnu Khemani	Managing Director	Yes	Yes	No
6	Sri Ajay Baldawa	Executive Director	No	Yes	No
7	Sri Manindra Nath Banerjee	Director	No	No	Yes
8	Sri Mangi Lal Jain	Director	No	No	Yes
9	Ms. Plistina Dkhar	Director	No	No	Yes
10	Sri Santanu Ray	Director	No	No	Yes
11	Sri Samarendra Mitra	Director	No	No	Yes
12	Sri Asit Pal	Director	No	No	Yes

* Sri Brij Bhushan Agarwal resigned from the Directorship of the Company w.e.f. 10th May, 2011.

** Sri Satya Brata Ganguly resigned from the Directorship of the Company w.e.f. 12th March, 2012.

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Directorship, Committee Membership and Chairmanship

The details about positions held by Board of Directors as Directors of Public Limited Companies, Committee Membership and Committee Chairmanship as on 31st March, 2012 are as under :

Sl. No.	Name	Number of		
		Directorship of Public Limited Companies*	Committee Membership**	Committee Chairmanship**
1	Sri Sajjan Bhajanka	8	–	–
2	Sri Hari Prasad Agarwal	12	2	–
3	Sri Sanjay Agarwal	8	–	–
4	Sri Prem Kumar Bhajanka	6	–	–
5	Sri Vishnu Khemani	1	–	–
6	Sri Ajay Baldawa	2	–	–
7	Sri Manindra Nath Banerjee	2	1	1
8	Sri Mangi Lal Jain	7	1	1
9	Ms. Plistina Dkhar	2	–	–
10	Sri Santanu Ray	2	1	–
11	Sri Samarendra Mitra	1	–	–
12	Sri Asit Pal	2	–	–

* includes Private Companies which are subsidiaries of Public companies, but excludes private, foreign, unlimited liability companies and companies registered under Section 25 of the Companies Act, 1956.

** indicates membership/chairmanship of Audit Committee and Shareholders'/Investors' Grievance Committee.

None of the Directors is a Member of the Board of more than 15 companies in terms of Section 275 of the Companies Act, 1956 or Member of more than 10 committees or Chairman of more than 5 committees, across all the companies in which he/she is a Director.

Board Meetings & Procedure

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other normal Board business. The Board meets at least once in every quarter to review the quarterly results and other items on the agenda. Additional meetings are held, when necessary. The draft minutes of the proceedings of the Board of Directors are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. The meetings of the Board of Directors are generally held at Company's Registered Office at Kolkata and are scheduled well in advance to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. The agenda for the Board/Committee meetings is generally accompanied by background notes and other material information which is circulated to Directors in advance to facilitate discussion for taking an informed decision. In addition to the information required under Annexure IA to Clause 49 of the Listing Agreement, the Board is also kept informed of major events/items and approvals taken wherever necessary. The Chairman and Managing Director at the Board Meetings keeps the Board apprised of the overall performance of the Company. Senior Executives are invited to provide additional inputs at the Board meeting for the items being discussed by the Board of Directors, as and when necessary. The Company Secretary while preparing the agenda notes, minutes etc. of the meeting is responsible for and is required to ensure adherence to all applicable laws, rules, regulations including the Companies Act, 1956 read with rules made there under.



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Number and Dates of Board Meetings held during the year

Seven Board Meetings were held during the financial year ended 31st March, 2012. These were held on 24th May, 2011, 30th June, 2011, 20th July, 2011, 19th August, 2011, 31st October, 2011, 19th January, 2012 and 30th March, 2012. Attendance at the Board Meetings during the financial year 2011-12 and at the previous Annual General Meeting are as under :

Sl. No.	Name	No. of Board Meeting Attended	Last AGM Attended
1	Sri Sajjan Bhajanka	7	Yes
2	Sri Hari Prasad Agarwal	6	Yes
3	Sri Sanjay Agarwal	6	Yes
4	Sri Prem Kumar Bhajanka	3	No
5	Sri Vishnu Khemani	–	No
6	Sri Ajay Baldawa	4	No
7	Sri Manindra Nath Banerjee	7	Yes
8	Sri Mangi Lal Jain	7	No
9	Ms. Plistina Dkhar	–	No
10	Sri Santanu Ray #	3	–
11	Sri Samarendra Mitra #	3	–
12	Sri Asit Pal \$	–	–
13	Sri Brij Bhushan Agarwal*	–	No
14	Sri Satya Brata Ganguly**	4	Yes

* resigned from the Directorship of the Company w.e.f. 10th May, 2011.

**resigned from the Directorship of the Company w.e.f. 12th March, 2012.

appointed w.e.f. 31st October, 2011.

\$ appointed w.e.f. 30th March, 2012.

Resume of Directors proposed to be re-appointed

The brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice calling the Annual General Meeting.

Changes during the financial year 2011-12

Sri Brij Bhushan Agarwal resigned from the Directorship of the Company with effect from 10th May, 2011. Sri Satya Brata Ganguly resigned from the Directorship of the Company with effect from 12th March, 2012.

Sri Santanu Ray and Sri Samarendra Mitra were appointed as Additional Directors of the Company on 31st October, 2011 while Sri Asit Pal was appointed as Additional Director of the Company on 30th March, 2012 by the Board of Directors.

2. COMMITTEES OF THE BOARD

Currently, the Board has three committees: Audit Committee, Remuneration committee and Share Transfer cum Investor Grievance Committee.

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Audit Committee

The Audit Committee is responsible for the effective supervision of the financial reporting processes to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting.

Terms of reference

Terms of reference of the Audit Committee includes the following :

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.
- b) Recommending appointment, re-appointment and if required removal/replacement of statutory, branch & internal auditors and recommending their remuneration.
- c) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- d) Reviewing with the management, the annual audited financial statements before submission to the Board for approval, with particular reference to Directors' Responsibility Statement, Change in Accounting Policies, Major Accounting entries, Audit Findings, Audit Qualifications, Related Party Transactions and Compliance with listing agreements of stock exchanges.
- e) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain areas of concern.
- f) Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control system.
- g) Reviewing the adequacy of internal control systems and internal audit function and discussion with internal auditors regarding any significant finding and follow-up.
- h) To investigate into any matter in relation to items specified in Section 292A of the Companies Act, 1956 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice, if necessary.
- i) To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit report.
- j) To approve appointment of Chief Financial Officer of the Company.

Composition

The Audit Committee comprises of the following four members :

Sl. No.	Name	Category	Designation
1	Sri Mangi Lal Jain	Non-Executive Independent	Chairman
2	Sri Santanu Ray	Non-Executive Independent	Member
3	Sri Manindra Nath Banerjee	Non-Executive Independent	Member
4	Sri Hari Prasad Agarwal	Executive Non-Independent	Member

The Audit Committee was re-constituted on 30th March, 2012 with the appointment of Sri Santanu Ray as Member consequent upon resignation of Sri Satya Brata Ganguly from the Board.

All the members of the Committee are financially literate. The Committee is headed by Sri Mangi Lal Jain. Sri Mangi Lal Jain and Sri Santanu Ray are both fellow members of the Institute of Chartered Accountants of India and have vast and



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diverse experience in financial management, corporate affairs, accounting and audit matters. Sri Manindra Nath Banerjee is a retired IAS Officer with over 45 years of experience. Sri Hari Prasad Agarwal is Commerce Graduate with over 39 years of experience in finance and accounts. The Composition of the Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement.

The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

Four Audit Committee Meetings were held during the financial year ended 31st March, 2012. These were held on 24th May, 2011, 20th July, 2011, 31st October, 2011 and 19th January, 2012. Attendance at the Audit Committee Meetings during the financial year 2011-12 are as under :

Sl. No.	Name	No. of Audit Committee Meetings attended
1	Sri Mangi Lal Jain	4
2	Sri Satya Brata Ganguly	2
3	Sri Manindra Nath Banerjee	4
4	Sri Hari Prasad Agarwal	4

The meetings of the Audit Committee were also occasionally attended by the President Finance, Manager-Accounts and representatives of the Statutory Auditors and Internal Auditors, as invitees for the relevant meetings.

Remuneration Committee

The Remuneration Committee determines on behalf of the Board and Shareholders as per agreed term of reference, the Company's policy on specific remuneration packages for Executive Directors.

Terms of Reference :

To appraise the performance of Executive Directors and determine and recommend to the Board, compensation payable to them.

Remuneration Policy

Remuneration Committee recommends, based on the Net Profits of the Company, remuneration for the Executive Directors. Such recommendation is then approved by the Board and Shareholders. The remuneration paid to Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance. Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as individual Professionals/Business Executives. Independent Non-Executive Directors receive sitting fees for attending Board Meetings. The Company's remuneration strategy is directed towards rewarding performance, based on review of achievements.

Composition

The Remuneration Committee comprises of the following three members :

Sl. No.	Name	Category	Designation
1	Sri Mangi Lal Jain	Non-Executive Independent	Chairman
2	Sri Santanu Ray	Non-Executive Independent	Member
3	Sri Manindra Nath Banerjee	Non-Executive Independent	Member

The Remuneration Committee was re-constituted on 30th March, 2012 with the appointment of Sri Santanu Ray as Member consequent upon resignation of Sri Satya Brata Ganguly from the Board.

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The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

There was no meeting of the Remuneration Committee during the financial year ended 31st March, 2012.

Details of remuneration paid to Directors

Sl. No.	Name of the Director	Designation	Salary (₹)	Sitting Fee (₹)	No. of shares held
Executive Directors :					
1	Sri Sajjan Bhajanka	Chairman & Whole-Time Director	60,00,000	Nil	2,45,71,570
2	Sri Sanjay Agarwal	Managing Director	60,00,000	Nil	2,32,18,740
3	Sri Prem Kumar Bhajanka	Managing Director	36,00,000	Nil	1,52,08,510
4	Sri Vishnu Khemani	Managing Director	60,00,000	Nil	74,86,857
5	Sri Hari Prasad Agarwal*	Vice Chairman & Executive Director	30,00,000	Nil	24,35,760
6	Sri Ajay Baldawa	Executive Director	24,00,000	Nil	76,000
Non-Executive Directors :					
1	Sri Manindra Nath Banerjee	Independent Director	Nil	70,000	Nil
2	Sri Mangi Lal Jain	Independent Director	Nil	70,000	4,100
3	Ms. Plistina Dkhar	Independent Director	Nil	Nil	750
4	Sri Santanu Ray	Independent Director	Nil	30,000	Nil
5	Sri Samarendra Mitra	Independent Director	Nil	30,000	Nil
6	Sri Asit Pal	Independent Director	Nil	Nil	Nil
7	Sri Satya Brata Ganguly **	Independent Chairman	7,00,000	40,000	Nil

* Re-appointed for a further period of 5 years from 1st June, 2012 to 31st May, 2017, subject to approval of members.

** Sri Satya Brata Ganguly, who was Non-Executive Chairman and who carries with him significant professional expertise and rich business experience, has been paid remuneration of ₹ 7,00,000/- for a period up to 31st October, 2011. Necessary approvals have been obtained from the Ministry of Corporate Affairs in terms of Section 309(4) of the Companies Act, 1956. He resigned from the Chairmanship of the Board on 31st October, 2011 and from Directorship of the Company on 12th March, 2012.

Service Contracts, Severance Fee, Notice Period and Stock Options

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment read with the service rules of the Company. Service Contracts are also executed with each Executive Director. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. A notice of three month is required to be given by a Director seeking to vacate office and the resignation takes effect upon the expiration of such notice or its earlier acceptance by the Board. The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive.



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Share Transfer cum Investor Grievance Committee

The Committee was formed with a view to oversee transfer of shares and related applications, redressal of shareholders grievances, etc. The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agent of the Company, and also provides continuous guidance to improve the service levels for investors.

Terms of Reference :

1. Oversee, review and approve all matters connected with transfer of shares, issue of duplicate share certificates, split of share certificates, etc.
2. Investor relations and redressal of shareholders grievances in general and relating to non receipt of declared dividends, non-receipt of Annual Report etc.

Composition

The Share Transfer cum Investor Grievance Committee comprises of the following two members :

Sl. No.	Name	Category	Designation
1	Sri Manindra Nath Banerjee	Non-Executive Independent	Chairman
2	Sri Hari Prasad Agarwal	Executive Non-Independent	Member

The Company Secretary acts as Secretary to the Committee.

Meetings and Attendance

During the year the Share Transfer cum Investor Grievance Committee met twenty-four times on 18th April, 2011, 30th April, 2011, 15th May, 2011, 31st May, 2011, 15th June, 2011, 30th June, 2011, 15th July, 2011, 30th July, 2011, 16th August, 2011, 31st August, 2011, 15th September, 2011, 30th September, 2011, 15th October, 2011, 31st October, 2011, 15th November, 2011, 30th November, 2011, 15th December, 2011, 31st December, 2011, 16th January, 2012, 31st January, 2012, 15th February, 2012, 29th February, 2012, 15th March, 2012 and 30th March, 2012. Both members attended all the meetings.

Status of pending Complaints

Sri Arun Kumar Julasaria, Company Secretary is Compliance Officer of the Company for attending to Complaints/Grievances of the members. During the year under review, 8 complaints were received from investors and were replied/resolved to their satisfaction. There were no complaints pending at the beginning and at the close of the financial year.

3. GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings :

AGM	Year ended	Venue	Date	Time
28th	31.03.2009	Gyan Manch, 11 Pretoria Street, Kolkata - 700 071	28.08.2009	11.00 A.M.
29th	31.03.2010	Indian Chamber of Commerce Auditorium, 10th Floor 4, India Exchange Place, Kolkata - 700 001	27.08.2010	11.00 A.M.
30th	31.03.2011	Indian Chamber of Commerce Auditorium, 10th Floor 4, India Exchange Place, Kolkata - 700 001	09.07.2011	11.00 A.M.

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Details of Special Resolutions passed in last three Annual General Meetings :

AGM	Date	Subject Matter
28th	28.08.2009	i. Payment of remuneration to Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Prem Kumar Bhajanka and Sri Brij Bhushan Agarwal from a subsidiary company
		ii. Payment of Minimum Remuneration to Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Ajay Baldawa, Sri Hari Prasad Agarwal, Sri Prem Kumar Bhajanka, Sri Vishnu Khemani and Sri Satya Brata Ganguly in terms of Part-II, Section-II(B) of Schedule - XIII of the Companies Act, 1956.
29th	27.08.2010	None
30th	09.07.2011	i. Payment of commission to Sri Brij Bhushan Agarwal and Sri Sajan Kumar Bansal from a subsidiary Company.
		ii. Appointment of Sri Keshav Bhajanka, son of Sri Sajjan Bhajanka as an Executive and payment of remuneration to him.

During the financial year 2011-12, no Special Resolution was passed through postal ballot.

4. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions material in nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. having potential conflict with the interests of the Company at large. Other related party transactions have been reported in Notes to Accounts. The Register of Contracts containing transactions, in which the Directors are interested, is placed before the Board regularly.
- There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three financial years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.
- The Company has a defined Risk Management framework and the Board is kept informed about the risk assessment and minimization procedures. The risk policy provides for identification of risk, its assessment and procedures to minimize risk. The risk policy is periodically reviewed to ensure that the executive management controls the risk as per decided policy. The risk management issues are discussed in Management Discussion and Analysis.
- The Company has complied with all mandatory requirements and some non-mandatory requirements of Corporate Governance as required by the Listing Agreement.
- The Directors of the Company are not related inter-se.
- The financial statements of the Company are prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
- During the year under review, the Company has not raised any money through an issue (public, rights, preferential, etc.)

5. CODE OF CONDUCT

The Board of Directors has adopted a Code of Business Conduct and Ethics for all Board Members and senior management personnel and the same has been posted on the Company's website www.centuryply.com. All the Board members and Senior Management Personnel have affirmed compliance with the Code for the year ended 31st March, 2012. A declaration to this effect signed by the CEO of the Company is given hereunder :



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I hereby confirm that :

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management Executives in respect of financial year 2011-12.

Kolkata, 9th May, 2012

Sanjay Agarwal
Managing Director & CEO

6. CEO/CFO CERTIFICATION

Sri Sanjay Agarwal, Managing Director and CEO and Sri Arun Kumar Julasaria, CFO and Company Secretary of the Company have submitted CEO/CFO certificate, which is separately annexed to this report.

7. MEANS OF COMMUNICATION

Quarterly, half-yearly and annual financial results of the Company are communicated to the Stock Exchanges immediately after they are considered by the Board and are published in prominent English and Bengali newspapers usually in The Economic Times, Times of India and Aarthik Lipi. The financial results are also posted on the website of the Company www.centuryply.com.

8. MANAGEMENT DISCUSSION AND ANALYSIS

This information is set out in a separate section included in this Annual Report.

9. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting :

Date	27th September, 2012 (Thursday)
Time	11.00 A.M.
Venue	Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place Kolkata - 700 001
Financial Year	2011-12
Book Closure Date	21st September, 2012 to 27th September, 2012 (both days inclusive)

Listing on Stock Exchanges

The Company's shares are presently listed on following two stock exchanges.

- a) **The National Stock Exchange of India Ltd. (NSE)**
Exchange Plaza, Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051
Stock Symbol - CENTURYPLY
- b) **BSE Ltd. (BSE)**
P J Towers, Dalal Street, Fort, Mumbai - 400 001
Stock Code - 532548

The Company has paid listing fees to NSE and BSE for the year 2011-12 & 2012-13.

ISIN : INE348B01021

Market Price Data :

Monthly high and low quotations as well as the volume of shares traded at Bombay Stock Exchange and National Stock Exchange, where the shares are regularly traded, for the financial year 2011-12 are as follows :

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Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of Shares)	High (₹)	Low (₹)	Volume (No. of Shares)
2011						
April	77.20	63.10	16,73,487	77.30	65.20	24,07,875
May	76.70	63.80	14,28,722	76.50	61.10	29,86,823
June	69.00	58.20	3,25,326	68.00	63.10	4,68,859
July	73.90	65.00	5,02,933	73.80	65.00	17,99,738
August	72.50	59.50	2,47,992	72.40	59.75	6,44,108
September	66.25	57.00	1,12,774	67.00	57.35	4,40,860
October	70.00	57.05	42,363	66.00	57.50	1,13,867
November	62.10	47.50	2,95,053	63.00	46.30	6,81,224
December	51.00	46.00	2,58,582	51.45	45.55	4,14,918
2012						
January	57.00	44.00	6,39,347	60.00	44.50	5,53,997
February	61.40	52.75	4,09,260	61.35	52.50	5,68,430
March	61.85	55.00	1,72,648	61.75	52.80	6,16,867

Performance of Company's shares in comparison to BSE Sensex is as under :

Month	BSE Sensex		Company's Shares	
	Closing	% Change	Closing	% Change
2011				
April	19135.96	(1.59)	74.25	12.41
May	18503.28	(3.31)	65.95	(11.18)
June	18845.87	1.85	65.00	(1.44)
July	18197.20	(3.44)	71.00	9.23
August	16676.75	(8.36)	64.85	(8.66)
September	16453.76	(1.34)	59.60	(8.10)
October	17705.01	7.60	59.50	(0.17)
November	16123.46	(8.93)	48.40	(18.66)
December	15454.92	(4.15)	46.75	(3.41)
2012				
January	17193.55	11.25	53.20	13.80
February	17752.68	3.25	57.50	8.08
March	17404.20	(1.96)	59.10	2.78

Note : Figures in bracket indicate negative value.



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Registrar and Share Transfer Agent :

M/s. Maheshwari Datamatics Private Ltd.
6, Mangoe Lane, Kolkata - 700 001
Phone No. 033-2243 5029/5809, Fax : 033-2248 4787
Email : mdpl@cal.vsnl.net.in

Share Transfer System

Requests for transfer of shares in physical form received either at the office of the Company or at the office of the Registrar are generally approved by the Share Transfer cum Investor Grievance Committee within a maximum period of 3 weeks from the date of receipt provided the documents are complete in all respects.

Transfer of shares in dematerialised form are duly processed by NSDL/CDSL in electronic form through the respective Depository Participants. Dematerialisation is done within 20 days of receipt of request along with the share certificates through the Depository Participant of the shareholder.

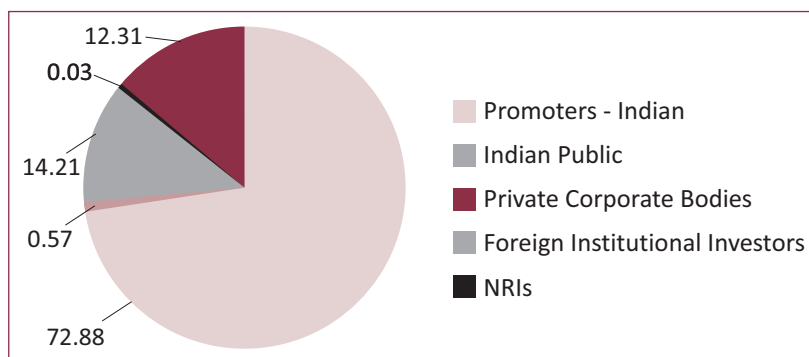
The Share Transfer cum Investor Grievance Committee generally meets once in a fortnight for approving share transfers. A summary of the transfer, transmissions, de-materialisation, re-materialisation requests is placed before the Committee at every meeting. The Company obtains half-yearly certificate from a Company Secretary in Practice on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Clause 47 (c) of the Listing Agreement. The Company also obtains quarterly Report on Reconciliation of Share Capital from a Company Secretary in Practice for reconciliation of the share capital of the Company and submits a copy thereof to the Stock Exchanges within stipulated time.

Distribution of shareholding

Category	As on 31st March, 2012			
	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 - 500	7,178	79.24	8,45,611	0.38
501 - 1000	526	5.81	4,72,898	0.21
1001 - 2000	489	5.40	7,76,734	0.35
2001 - 3000	244	2.69	6,78,582	0.31
3001 - 4000	56	0.62	2,04,501	0.09
4001 - 5000	119	1.31	5,60,004	0.25
5001 - 10000	193	2.13	14,16,418	0.64
10001 and above	254	2.80	21,72,18,242	97.77
TOTAL	9,059	100.00	22,21,72,990	100.00

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Shareholding pattern - Distribution by category



Category	As on 31st March, 2012	
	No. of Shares	% to Share Capital
Promoters - Indian	16,19,29,377	72.88
Mutual Funds	1,534	–
Foreign Institutional Investors	12,71,202	0.57
Private Corporate Bodies	2,73,47,713	12.31
NRIs	58,152	0.03
Indian Public	3,15,65,012	14.21
TOTAL	22,21,72,990	100.00

Dematerialisation of shares and liquidity

The Company's shares have been mandated for compulsory trading in demat form. Valid demat requests received by the Company's Registrar are confirmed within the statutory period.

The International Securities Identification Number (ISIN) allotted to the Company's Equity shares of face value of ₹ 1/- is INE348B01021. In case a member wants his shares to be dematerialized, he may send the shares along with the request through his Depository Participant (DP) to the Company's Registrars, M/s. Maheshwari Datamatics Private Limited.

The Company's Registrars promptly intimates the concerned Depository Participant in the event of any deficiency and the shareholder is also kept abreast. Pending demat requests in the records of the Depositories, if any, are continually reviewed and appropriate action initiated.

As on 31st March, 2012, 22,08,88,790 number of equity shares, which form 99.42% of the Share Capital of the Company, stood dematerialised.



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Plant Locations

A	Veneer and Plywood	Kolkata Unit Kanchowki, Bishnupur, District : 24 Parganas (S) West Bengal
		Chennai Unit Chinnappolapuram, Gummidipoondi Tamil Nadu
		Karnal Unit Rambha Road, Taraori Haryana
		Cent Ply Unit Mirza Palasbari Road, Kamrup Assam
B	Laminate	Kolkata Unit Kanchowki, Bishnupur, District : 24 Parganas (S) West Bengal
C	Ferro Alloy & Power	EPIP Area Byrnihat, District : Ri-Bhoi Meghalaya
D	Logistic	Century Sonai CFS Block-B & C, Sonai, Khidderpore, Kolkata West Bengal
		Century Jinjira Pole CFS Hide Road, Brace Bridge, Khidderpore, Kolkata West Bengal

Address for correspondence

The Company Secretary & Compliance Officer
 Century Plyboards (India) Limited
 6, Lyons Range, Kolkata 700 001
 Phone : 033-39403950
 Fax : 033-2248 3539
 Email : arun@centuryply.com
 Website : www.centuryply.com
 E Mail ID for Investors Grievances : arun@centuryply.com

For and on behalf of the Board of Directors

Kolkata
 9th May, 2012

Sajjan Bhajanka
 Chairman & Whole-Time Director

Corporate Governance Report

CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To
The Board of Directors
Century Plyboards (India) Ltd.
6, Lyons Range
Kolkata - 700 001

1. We hereby certify for the financial year ended 31st March, 2012, on the basis of review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year 2011-12, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design and operation of the internal control systems and that we have taken the required steps to rectify those deficiencies.

We further certify that :

- a) There have been no significant changes in internal control over financial reporting during the year.
- b) There have been no significant changes in accounting policies during the year.
- c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

For **Century Plyboards (India) Ltd.**

Kolkata
9th May, 2012

Sanjay Agarwal **Arun Kumar Julasaria**
Managing Director & CEO *CFO and Company Secretary*



Corporate Governance Report

AUDITORS' CERTIFICATE

To
The Board of Directors
Century Plyboards (India) Ltd.
6, Lyons Range
Kolkata - 700 001

We have examined the compliance of conditions of Corporate Governance by Century Plyboards (India) Limited, for the year ended 31st March, 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, *subject to the following*:

1. *During the period from 1st April 2011 to 29th October 2011 and from 12th March 2012 to 29th March 2012, the Company's Board of Directors did not have adequate number of non-executive directors.*
2. *During the period from 12th March 2012 to 29th March 2012, the Board of Directors did not have adequate number of independent directors.*

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mention Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : 9th May, 2012

For **S. R. BATLIBOI & CO.**
Firm Registration Number : 301003E
Chartered Accountants
per **R. K. AGRAWAL**
a Partner
Membership No. : 16667