



CENTURY PLYBOARDS (INDIA) LIMITED
(CIN: L20101WB1982PLC034435)

Registered Office: P-15/1, Taratala Road, Kolkata - 700 088; Phone: (033) 3940 3950
Fax: (033) 2401 5556; Website: www.centuryply.com; Email: investors@centuryply.com

NOTICE

NOTICE is hereby given that the Thirty-Ninth (39th) Annual General Meeting (AGM) of the Members of Century Plyboards (India) Limited, will be held on Wednesday, 9th September, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- 1 To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with Report of the Auditors thereon.
- 2 To confirm the payment of Interim Dividend of ₹1.00 per equity share already paid during the year as the Final Dividend for the Financial Year 2019-20.
- 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 fix remuneration of the Statutory Auditors for the Financial Year 2020-21 and in this connection to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), the remuneration of M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), Statutory Auditors for audit of accounts for the financial year ended 31st March, 2021 is fixed at ₹35,00,000/- (Rupees Thirty-five Lac only), exclusive of applicable taxes thereon and out of pocket expenses."

SPECIAL BUSINESS

- 6 **Appointment of Sri Amit Kiran Deb (DIN: 02107792), as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as

an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee, Sri Amit Kiran Deb (DIN: 02107792), appointed as an Additional Director of the Company in the Independent category with effect from 1st April, 2020 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations 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 with effect from 1st April, 2020 to hold office for a term up to 30th September, 2023 and shall not be liable to retire by rotation."

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

Sd/-
Sundeep Jhunjunwala
Company Secretary

26th June, 2020

Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

NOTES

- 1 In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular no. 20/2020 dated 5th May, 2020 read with circular no. 14/2020 dated 8th April, 2020 and circular no. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, relaxed the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and permitted holding of AGM through VC / OAVM, without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 read with MCA Circulars and Listing Regulations, the AGM of the Company is being held through VC / OAVM. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, P - 15/1, Taratala Road, Kolkata- 700088, which shall be deemed to be venue of the meeting.
- 2 Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3 Pursuant to Section 113 of the Act, Institutional / Corporate Shareholders (i.e. Shareholders other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
- 4 In terms of the MCA Circular, no. 20/2020 dated 5th May, 2020 Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5 In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
- 6 M/s Singhi & Co, Chartered Accountants (ICAI Firm Registration No. 302049E) were re-appointed as Statutory Auditors of the Company for a second term of five consecutive years, i.e, from the conclusion of the Thirty-eighth Annual General Meeting until the conclusion of Forty-third Annual General Meeting to be held in the calendar year 2024 and their remuneration for audit of accounts for the financial year ended 31st March, 2020 was fixed.

The requirement to place the matter relating to the appointment

of Auditors for ratification by members at every AGM has been done away with vide notification issued by the Ministry of Corporate Affairs effective from 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors. However, their remuneration for audit of accounts for the financial year ended 31st March, 2021 needs to be fixed and accordingly, the same is being placed at this AGM for approval of the Members.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment as Statutory Auditors.

- 7 The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 3rd September, 2020 to Wednesday, 9th September, 2020 (both days inclusive) for the purpose of AGM.
- 8 The Board of Directors of the Company through a Circular Resolution passed on Thursday, 13th February, 2020, had declared an interim dividend of ₹1/- (exclusive of dividend tax) per Equity Share of ₹1/- each fully paid up of the Company, which was paid to those Members whose names appeared on the Company's Register of Members, at the close of business hours on 21st February, 2020 and in respect of Equity shares held in electronic form, to all those beneficial owners as on 21st February, 2020 whose details have been furnished by NSDL and CDSL for this purpose. Members who have not yet encashed or not received their dividend warrants may approach the Registrar and Transfer Agents (RTA) of the Company for revalidating the warrants or for obtaining duplicate warrants.

The Board has not recommended any further dividend for the year ended 31st March, 2020 and as such the aforesaid interim dividend be treated as final dividend.
- 9 In terms of Regulation 40 of the Listing Regulations, as amended, with effect from 1st April, 2019, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, requests for physical transfer of securities are not being processed from 1st April, 2019 onwards. However, Members can continue to hold shares in physical form. In view of the above and to avail free transferability of shares and various benefits of dematerialisation and also to eliminate the risks associated with physical holding of shares, members are advised to dematerialise shares held by them in physical form. A Guidance note on procedure for dematerialisation of shares held in physical form is also placed on the website of the Company under 'Investors' section.
- 10 Members holding shares in physical mode-
 - (a) are required to submit/ update their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
 - (b) are advised to register nomination (if not already registered) in respect of their shareholding in the Company using Form SH-13. Change in nomination can also be done using

Form SH-14. Both forms are available on the Company's website www.centuryply.com under the 'Investors' section.

- (c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
 - (d) are requested to update any change in their address to the Company / RTA.
- 11 Members holding shares in electronic mode:
- (a) are requested to submit/ update their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering/ changing their nomination.
 - (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
 - (d) are requested to update any change in their address to their respective DPs
- 12 Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates and self-attested copies of the PAN for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its RTA for assistance in this regard.
- 13 Members seeking any information regarding accounts are requested to write to the Company at least seven days before the date of the meeting through email at investors@centuryply.com so as to enable the management to keep the same ready on the date of AGM and to reply suitably.
- 14 The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at investors@centuryply.com.
- 15 The Company has transferred the unpaid/ unclaimed dividend for the years prior to and including the Financial Year 2012-13, 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)

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.

- 16 Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends have not been encashed consecutively for a period of 7 years, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

The Company had sent intimation in this regard to all the shareholders who have not claimed/encashed their dividends consecutively for the last seven years. 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 have been/ are due for transfer to IEPF Account.

17 INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- 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) read with relevant MCA Circulars and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility of remote e-voting as well as e-voting on the date of the AGM to all Members in respect of items to be acted at this AGM 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. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 2nd September, 2020 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 AGM 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 Saturday, 5th September 2020 and will end at 5.00 p.m. on Tuesday, 8th September, 2020. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 8th September, 2020. At the end of remote e-voting, the e-voting module shall be disabled by NSDL for voting thereafter.
- d) The voting rights shall be as per the number of equity shares held by the Member(s) holding shares either in physical form or in dematerialized form, as on Wednesday, 2nd September, 2020, i.e. cut-off date.
- e) The Members who have cast their votes through remote e-voting prior to the meeting may still attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. In case any Member who had voted through Remote e-voting, casts his vote again at the e- Voting provided during the AGM, then the Votes cast during the AGM through shall be considered as invalid.
- g) The Company has appointed Sri Manoj Kumar Banthia (ACS- 11470/ CP- 7596) and failing him, Sri Raj Kumar Banthia (ACS- 17190/CP-18428) of M/s MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process and ensure that the same 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 or to the person authorised by him. The results declared along with the consolidated scrutinizer's

report shall be placed on the website of the Company www.centuryply.com and that of NSDL www.evoting.nsd.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

The details of the process and manner for casting vote electronically on NSDL are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

YOUR USER ID DETAILS ARE GIVEN BELOW:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
A.	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B.	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C.	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

4. Your password details are given below:
 - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
5. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical

form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013; Email: evoting@nsdl.co.in/pallavid@nsdl.co.in; Tel: 91 22 2499 4545/ 1800-222-990.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, Number of Equity Shares held, scanned copy of the share certificate (front and back) along with self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone/Mobile Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding, by email to the Company at investors@centuryply.com or the RTA at mdpldc@yahoo.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16

digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to the Company at investors@centuryply.com or the RTA at mdpldc@yahoo.com.

2. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

18 INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC/OAVM by using the facility provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members under the category of Institutional Investors are encouraged to attend the AGM and also vote through remote e-Voting or e-Voting during the AGM.
- iii. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow access to camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from mobile devices or tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360 or Ms. Pallavi Mhatre, Manager at pallavid@nsdl.co.in / 022-24994545.
- v. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email IDs, mobile number at investors@centuryply.com from Thursday, 3rd September, 2020 to Saturday, 5th September, 2020 (till 5:00 p.m. IST) (both days inclusive). The same will be replied by the company suitably.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a

speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@centuryply.com from 3rd September, 2020 to Saturday, 5th September, 2020 (till 5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- 19 As per MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, electronic copies of the Notice of AGM and Annual Report are being sent only by email to those members whose email addresses are registered with the Company / Depository Participant(s). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.centuryply.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com.
- 20 To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email ID mdpldc@yahoo.com or to the Company at investors@centuryply.com so as to receive all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 21 An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Special Business under item no. 6 of the Notice, is annexed hereto.
- 22 Information in terms of Regulation 36(3) of the Listing Regulations, the Companies Act, 2013 and 'Secretarial Standards on General Meetings' (SS-2), in respect of Directors seeking appointment/ re-appointment at this AGM, is annexed hereto.
- 23 Since the AGM will be held through VC / OAVM, Route Map is not annexed in this Notice.

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

Sd/-
Sundeep Jhunjhunwala
Company Secretary

Date: 26th June, 2020

Registered Office
P-15/1, Taratala Road
Kolkata- 700 088

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 6

Appointment of Sri Amit Kiran Deb (DIN: 02107792), as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 3rd February, 2020, approved the appointment of Sri Amit Kiran Deb (DIN: 02107792), as an Additional Director on the Board of the Company in Independent category with effect from 1st April, 2020 for a term upto 30th September, 2023, subject to regularization/ approval by the shareholders of the Company at the AGM.

Sri Deb is a retired officer of Indian Administrative Service and was assigned West Bengal Cadre. He has done B.A. in Political Science from Ravenshaw College, Cuttack and holds a Master's Degree in Political Science from Allahabad University. Sri Deb had joined Indian Administrative Service in 1971. After serving as Sub Divisional Officer in two Sub Divisions (Tamluk & Diamond Harbour) and then as Additional District Magistrate in Malda, he joined Government of India in the Department of Supply & Rehabilitation as Under Secretary, Integrated Finance and served in this capacity from 1977 to 1980. He has served as District Magistrate of Darjeeling and Midnapore districts, Commissioner-cum-Secretary at Education and Social Welfare Departments of Government of Tripura, Joint Secretary and Cabinet Secretariat at Department of Electronics of Government of India, Municipal Commissioner at Calcutta Municipal Corporation, Special Secretary at Power Department, Secretary at Tourism Department, Principal Secretary at Information and Cultural Affairs Department and Principal Secretary to Chief Minister, West Bengal. He has also served as an Additional Chief Secretary, Home & Home Secretary of Government of West Bengal. Prior to his retirement, he served as Chief Secretary, Government of West Bengal. Currently, he is serving as Independent Director on the Boards of several companies including Emami Limited, Skipper Limited, Indian Power Corporation Limited, etc. Brief resume, nature of his expertise in specific functional areas, names of companies in which he hold directorships, committee memberships/ chairmanships, his shareholding, and other details as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

In terms of Section 161(1) of the Companies Act, 2013, Sri Amit Kiran Deb 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 notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Sri Amit Kiran Deb for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode. Members desirous to inspect the same can send an email at investors@centuryply.com.

The Company has received from Sri Amit Kiran Deb (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

Copy of draft letter of appointment of Sri Amit Kiran Deb setting out the terms and conditions of appointment shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Sri Amit Kiran Deb, proposed to be appointed as Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 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 his appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Except Sri Amit Kiran Deb and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned, in any way, in the Resolution at set out in item no. 6 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolution as set out in Item no. 6 for your approval.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/ re-appointment at the 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 (3)	Sri Prem Kumar Bhajanka (4)	Sri Amit Kiran Deb (6)
Director's Identification Number (DIN)	00266005	00591512	02107792
Age (Years)	72	62	71
Nationality	Indian	Indian	Indian
Qualifications	Commerce Graduate	Commerce Graduate	(i) B.A. (Hons.) in Political Science; (ii) M.A. in Political Science; and (iii) Indian Administrative Service (IAS)
Experience (Years)	47	40	47
Expertise in specific functional area	Management, Administration & Finance	Production, Management & Administration	Management & Administration
Date of first appointment on the Board of the Company	05.01.1982	16.04.2008	01.04.2020
Shareholding in the Company (equity shares of F.V. ₹1 each.)	2451574	4672561	Nil
Terms and conditions of appointment/ reappointment and details of remuneration			
Terms and conditions	Tenure as Executive Director upto 31.05.2022 Liable to retire by Rotation	Tenure as Executive Director upto 31.07.2023 Liable to retire by Rotation	Tenure upto 30.09.2023 Not Liable to retire by Rotation
Present ceiling of Remuneration (₹) p.a. #	Fixed- ₹2,40,00,000 Commission-1% of the net profits in a particular financial year	Fixed- ₹2,40,00,000 Commission- 2% of the net profits in a particular financial year	Maximum aggregate commission of one percent of the net profits of the Company for each financial year for all Non-executive Directors of the Company, with additional limits as prescribed under Regulation 17(6) of the Listing Regulations.
Last drawn remuneration (₹) p.a.	Fixed- ₹60,00,000 Commission- Nil^	Fixed- ₹1,20,00,000 Commission- Nil^	NIL
Number of Board Meetings attended during the FY 2019-20 (out of 4 held)	4	2	Not applicable

List of directorships held in other Companies (excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Century Plantations Ltd. 2. Brijdham Merchants Pvt Ltd 3. Amul Boards Pvt.Ltd. 4. Century Plyboards (Meghalaya) Ltd. 5. Landmark Veneers Pvt.Ltd. 6. Shyam Century Cement Industries Ltd. 7. Megha Technical and Engineers Pvt.Ltd. 8. Shyam Century Metallic Ltd. 9. Pushpanjali Abasan Pvt.Ltd. 10. Century Sumeru Development Ltd. 11. Fine Infraprojects Pvt.Ltd. 12. Century Crop Sciences Pvt. Ltd. 13. Century Sumeru Infrastructure Ltd. 	<ol style="list-style-type: none"> 1. Star Cement Ltd. 2. Namchic Tea Estate Pvt.Ltd. 3. Lal Pahar Tea Estate Pvt.Ltd. 4. Auro Sundram Ply and Door Pvt.Ltd. 5. Profound Cement Works Ltd. 6. Meghalaya Power Ltd. 7. Star Cement Meghalaya Ltd. 	<ol style="list-style-type: none"> 1. Skipper Ltd. 2. India Power Corporation Ltd. 3. Emami Ltd. 4. Hiranmaye Energy Ltd. 5. India Power Corporation (Bodhgaya) Ltd. 6. Bengal Ambuja Housing Development Ltd. 7. Star Cement Ltd. 8. Meghalaya Power Ltd. 9. B & A Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies*	<p>Membership in Audit Committee:</p> <ol style="list-style-type: none"> 1. Megha Technical and Engineers Pvt. Ltd. 	None	<p>Chairmanship in Audit Committee:</p> <ol style="list-style-type: none"> 1. India Power Corporation Ltd. 2. Star Cement Ltd. <p>Membership in Audit Committee:</p> <ol style="list-style-type: none"> 1. Emami Ltd. 2. Skipper Ltd. 3. Bengal Ambuja Housing Development Ltd. 4. Hiranmaye Energy Ltd. 5. India Power Corporation (Bodhgaya) Ltd. 6. Meghalaya Power Limited <p>Membership in Stakeholders Relationship Committee:</p> <ol style="list-style-type: none"> 1. Skipper Ltd.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None

calculated in the manner referred to in Section 198 of the Companies Act, 2013

^ forgone voluntarily

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

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

To,

MAHESHWARI DATAMATICS PRIVATE LIMITED

UNIT: Century Plyboards (India) Limited

23, R N Mukherjee Road, 5th Floor,

Kolkata - 700 001.

Phone No. 033- 22435029/2248-2248

Email : mdpldc@yahoo.com

Dear Sir / Madam,

I hereby register / update my email address provided below for receiving all communication from the Company through electronic mode:

Folio No. / DP ID & Client ID

Name of the First Registered Holder

Name of the Joint Holder(s), (if any)	

Registered Address	

Email ID (to be Registered)

Signature of the First Registered Holder

Date:

Notes:

1. On registration/ updation, all the communications will be sent to the registered e-mail ID.
2. The form is also available on the website of the Company www.centuryply.com under the "Investors" section.
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail ID updated with the Depository Participants with whom they are holding their Demat Account.
4. Members are requested to keep their depository participants / Company's Registrar- Maheshwari Datamatics Private Limited informed as and when there is any change in the e-mail ID. Unless, the email ID given hereunder is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email ID.