



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 Fortieth (40th) Annual General Meeting (AGM) of the Members of Century Plyboards (India) Limited, will be held on Wednesday, 8th September, 2021 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with Report of the Auditors thereon.
- To declare dividend on Equity Shares for the financial year ended 31st March, 2021.
- To appoint a Director in place of Sri Vishnu Khemani (DIN: 01006268), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Sri Keshav Bhajanka (DIN: 03109701), who retires by rotation and being eligible, offers himself for re-appointment.
- To fix remuneration of the Statutory Auditors for the Financial Year(s) 2021-22, 2022-23 and 2023-24 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), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the remuneration of M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), Statutory Auditors for audit of accounts for each of the financial years ended 31st March, 2022, 31st March, 2023 and 31st March, 2024 is fixed at ₹40,00,000/- (Rupees Forty Lac only), plus applicable taxes thereon and reimbursement of out of pocket expenses."

SPECIAL BUSINESS

- Appointment of Sri Naresh Pachisia (DIN: 00233768), 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 recommendations of Nomination and Remuneration Committee and Board, Sri Naresh Pachisia (DIN: 00233768), appointed as an Additional Director of the Company in the Independent category with effect from 1st April, 2021 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, under 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, 2021 to hold office for a term up to 31st March, 2024 and shall not be liable to retire by rotation."

- Appointment of Sri Rajesh Kumar Agarwal (DIN: 00223718) as a Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 152, 161 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), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, Sri Rajesh Kumar Agarwal (DIN: 00223718), appointed as an Additional Director of the Company with effect from 9th February, 2021 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, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to retire by rotation."

8. **Appointment of Sri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive 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 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder (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 thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the appointment of Sri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive Director of the Company for a period of three years with effect from 9th February, 2021 to 8th February, 2024, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Sri Rajesh Kumar Agarwal, which agreement also be and is hereby approved."

"RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or remuneration of Sri Rajesh Kumar Agarwal as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other

limits as may be approved by the members from time to time."

9. **Re-appointment of Sri Sajjan Bhajanka (DIN: 00246043) as Chairman and Managing Director of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder (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 thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Sajjan Bhajanka (DIN: 00246043), as the Chairman and Managing Director of the Company for a period of five years with effect from 1st April, 2021 to 31st March, 2026, notwithstanding his attaining 70 years of age on 3rd June, 2022 during the currency of his tenure, on terms and conditions including remuneration and justification as set out in the explanatory statement and agreement entered into by the Company and Sri Sajjan Bhajanka, which agreement also be and is hereby approved."

"RESOLVED FURTHER that in compliance of Regulation 17(1B) of the Listing Regulations and upon it becoming effective on 1st April, 2022, Sri Sajjan Bhajanka shall thereafter not occupy both the positions of Chairman as well as Managing Director in the Company and at his discretion, choose to continue either as the Chairman or as the Managing Director of the Company on the same terms and conditions as mentioned above."

"RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Sri Sajjan Bhajanka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time."

10. Re-appointment of Sri Sanjay Agarwal (DIN: 00246132) as CEO and Managing 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 196, 197, 203, Schedule V 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 thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Sanjay Agarwal (DIN: 00246132), as CEO and Managing Director of the Company for a period of five years with effect from 1st July, 2021 to 30th June, 2026, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Sri Sanjay Agarwal, which agreement also be and is hereby approved.”

“RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Sri Sanjay Agarwal as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

11. Re-appointment of Sri Keshav Bhajanka (DIN:03109701) as an Executive 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 196, 197, 203, Schedule V 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 thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Keshav Bhajanka (DIN: 03109701), as an Executive Director of the Company for a period of five years with effect from 28th January, 2021 to 27th January, 2026, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Sri Keshav Bhajanka, which agreement also be and is hereby approved.”

“RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Sri Keshav Bhajanka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

12. Re-appointment of Sri Ajay Baldawa (DIN: 00472128) as an Executive Director (Technical) 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 196, 197, 203, Schedule V 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 thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Ajay Baldawa (DIN: 00472128), as an Executive Director (Technical) of the Company for a period of five years with effect from 1st July, 2021 to 30th June, 2026, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into

by the Company and Sri Ajay Baldawa, which agreement also be and is hereby approved.”

“RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Sri Ajay Baldawa as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

13. **Approval of ‘Century Ply Employee Stock Option Plan 2021’**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of ‘**Century Ply Employee Stock Option Plan 2021’ (“ESOP 2021” or “Plan”)**, the salient features of which have been set out in the Explanatory Statement to this resolution, and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create and grant from time to time, in one or more tranches, not exceeding 33,00,000 (Thirty Three Lakh) employee stock Options (“Option(s)”) to or for the benefit of such person(s) who are in permanent employment of the Company and its Subsidiary company(ies) within the meaning of ESOP 2021,

including any Director, whether whole time or otherwise [other than promoter(s) and person(s) belonging to the promoter group of the Company, Independent Director(s) and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as may be decided under the Plan, exercisable into not more than 33,00,000 (Thirty Three Lakh) equity shares of face value of ₹1/- (Rupee One) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2021.”

“RESOLVED FURTHER that the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER that the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed.”

“RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER that the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give

effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force."

"RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

14. Grant of employee stock Options to the employees of Subsidiary Company(ies) of the Company under Century Ply Employee Stock Option Plan 2021

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to offer, create, and grant from time to time, in one or more tranches, such number of employee stock Options under '**Century Ply Employee Stock Option Plan 2021**' ("**ESOP 2021**" / "**Plan**") within the limit prescribed therein to or for the benefit of the permanent employees including directors [other than promoter(s) and

person(s) belonging to the promoter group of the Company, Independent Director(s) and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], of any subsidiary company(ies) of the Company, whether in or outside India, as may be decided under the ESOP 2021, exercisable into corresponding number of equity shares of face value of ₹1/- (Rupee One) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan."

"RESOLVED FURTHER that the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company."

"RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees."

"RESOLVED FURTHER that the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed."

"RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan."

"RESOLVED FURTHER that the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give

effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such

questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

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

Sd/-
SundeepJhunjunwala
Company Secretary
FCS 4946

10th August, 2021

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 General Circular No. 02/2021 dated 13th January, 2021 permitted companies to hold their AGM through VC / OAVM for the Financial Year 2020-21, without the physical presence of the Members at a common venue, after complying with the procedure prescribed in MCA 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"). The Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 has also extended the validity of its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "SEBI Circulars") which relaxed the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") respectively and permitted holding of AGM through VC / OAVM. Accordingly, in compliance with the provisions of the Companies Act, 2013 read with MCA and SEBI Circulars and Listing Regulations, the 40th AGM of the Company is being held through VC / OAVM. The Company will conduct the proceedings of the AGM 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 and SEBI 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 their respective 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. Pursuant to the MCA Circulars, 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 MCA effective from 7th May, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors. However, their remuneration for audit of accounts needs to be fixed. The remuneration stated in the proposed resolution includes remuneration for audit of accounts, quarterly limited review during this period (including all units and branches of the Company and audit of Internal Financial Control. Accordingly, the resolution 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, 2nd September, 2021 to Wednesday, 8th September, 2021 (both days inclusive) for the purpose of AGM and for determining the names of the Members eligible for final dividend on equity shares for the financial year ended 31st March, 2021, if declared at the Annual General Meeting.
8. Members may note that the Board of Directors at its meeting held on 10th August, 2021, has recommended payment of final dividend on equity shares @ ₹1.00/- per equity share for the financial year 2020-21. The dividend so recommended by the Board, if declared by the members at the 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 1st September, 2021 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 8th September, 2021, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 1st September, 2021.
9. The dividend, if approved by the Shareholders will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/ demand drafts/ cheques will be sent out to the registered addresses once the postal facility is

available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.

10. 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 RTA, M/s. 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.
11. Pursuant to the amendments in the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form).

A Resident individual shareholder having PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to investors@centuryply.com latest by 11:59 P.M. (IST) on 1st September, 2021 or by submitting the documents at <https://mdpl.in/form>.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investors@centuryply.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on 1st September, 2021 or by submitting the documents at <https://mdpl.in/form>.

12. 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 and relogged transfers 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. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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.

13. 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.
14. 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
15. 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.

16. Members seeking any information regarding accounts or any other matter to be placed at the AGM, 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.
17. 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 seeking to inspect such documents can send an email to the Company at investors@centuryply.com.
18. 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) and 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.
19. 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.

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

- a) Pursuant to the provisions of 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 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to provide the facility of remote e-voting as well as e-voting on the date of the AGM to the 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. 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, 1st September, 2021 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, 4th September 2021 and will end at 5.00 p.m. on Tuesday, 7th September, 2021. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 7th September, 2021. 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, 1st September, 2021, 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 shall be considered as invalid. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- f) 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.
- g) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days or three calendar days, whichever is earlier, 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 at www.centuryply.com and that of NSDL at 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.

h) **PROCEDURE FOR E-VOTING**

The detailed procedure and manner for voting electronically on NSDL e-voting system are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

Details on Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts with their respective DPs in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>I. NSDL IDeAS facility</p> <p>a) If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.

Type of shareholders	Login Method
	<p>b) If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nSDL.com. 2. Select "Register Online for IDEAS" appearing on the left hand side of the home page of e-services or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. After successful registration, please follow steps given in points 1-5.
	<p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>III. Mobile Application</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit the website www.cdslindia.com and click on the "New System Myeasi" option available under "Login" section. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider (ESP) i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from the E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or calling at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contacting at 022- 23058738 or 022-23058542-43

B) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.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/Member" section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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.
5. 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***

6. 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.
7. 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.

8. 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.
 9. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
 10. Now, you will have to click on "Login" button.
 11. After you click on the "Login" button, Home page of e-voting will open.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

i) **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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. If password is forgotten, the same can be reset by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or calling on toll free no. 1800 1020 990 or 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned at Step 1 (A) above under "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode"
3. 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.
4. 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

Details on Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and/ or during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting" tab.
3. Now you are ready for e-voting as the Voting page opens
4. 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.

download section of www.evoting.nSDL.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact to Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in and /or Ms. Pallavi Mhatre, Manager- NSDL at evoting@nsdl.co.in/pallavid@nsdl.co.in.

j) **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 by visiting the email updation link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. as given below:

Link for email registration - <http://mdpl.in/form/email-update>

2. 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 register/update the same through respective Depository Participants (DPs). Any such updation effected by the DPs will automatically reflect subsequently in the Company's records. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. 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.

21. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

22. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nSDL.com> by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General meeting menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu.
- b) 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 will be able to attend the AGM through VC/OAVM by using the facility provided by NSDL at <https://www.evoting.nSDL.com>
- c) 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.
- d) 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.

- e) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-1020 990/ 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360 or Ms. Pallavi Mhatre, Manager -NSDL at pallavid@nsdl.co.in / 022-24994545.
- f) 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, 2nd September, 2021 to Saturday, 4th September, 2021 (till 5:00 p.m. IST) (both days inclusive). The same will be replied by the company suitably.
- g) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker 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 Thursday, 2nd September, 2021 to Saturday, 4th September, 2021 (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.
23. As per MCA and SEBI Circulars, 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 2020-21 will also be available on the Company's website www.centuryply.com.

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 at www.evoting.nsdl.com.

24. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their respective 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.
25. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of Special Business under item nos. 6 to 14 of the Notice, is annexed hereto.
26. Information in terms of Regulation 36(3) of the Listing Regulations, the Act and 'Secretarial Standards on General Meetings' (SS-2), in respect of Directors seeking appointment/ re-appointment at this AGM, is annexed hereto.
27. 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 Jhunjunwala
Company Secretary
FCS 4946

10th August, 2021
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 Naresh Pachisia (DIN: 00233768), 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 9th February, 2021, approved the appointment of Sri Naresh Pachisia (DIN: 00233768), as an Additional Director on the Board of the Company in Independent category with effect from 1st April, 2021 for a term upto 31st March, 2024, subject to regularization/ approval by the shareholders of the Company at the AGM.

Sri Pachisia is Founder and Managing Director of SKP Securities Ltd., Eastern India's leading boutique investment banker, engaged in institutional equities, private wealth, merchant banking, M & A and corporate finance advisory, stock broking and distribution services to a large cross section of institutional, corporate, business families and retail clients. He is a Commerce Graduate from St. Xavier's College, Kolkata, an AMP from ISB, Hyderabad and a Certified Financial Planner. He carries over 38 years' experience in Capital Markets, has special interest in 'Family Business' and is an industry thought leader. Sri Pachisia has held leadership positions in and is actively associated with Entrepreneurs Organisation (EO), CII – Family Business Network (FBN), Financial Planning Standards Board, Bharat Chamber of Commerce & Industries, etc. and serves as an Independent Director on the boards of several renowned companies. 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 Naresh Pachisia 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 from Sri Naresh Pachisia (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 Naresh Pachisia 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 Naresh Pachisia, 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 Naresh Pachisia and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned, in any way, in the Resolution 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.

Item no. 7 & 8

Appointment of Sri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive 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 9th February, 2021, approved the appointment of Sri Rajesh Kumar Agarwal (DIN: 00223718), as an Additional Director on the Board of the Company in Executive Category for a period of three years from 9th February, 2021 upto 8th February, 2024, subject to regularization/ approval by the shareholders of the Company at the AGM on the following terms, conditions and remuneration:

I. SALARY :

₹57,00,000/- per annum, payable on monthly basis, 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 ₹1,00,00,000/- per annum.

II. PERQUISITES :

In addition to salary, Sri Rajesh Kumar Agarwal 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 remuneration on account of such perquisites shall not exceed ₹1,00,000/- per month.

Sri Rajesh Kumar Agarwal shall also be entitled to the following perquisites which shall not be included in the remuneration 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.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, etc. payable to Sri Rajesh Kumar Agarwal shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Rajesh Kumar Agarwal is the son of Late Hari Prasad Agarwal, erstwhile Vice-Chairman and Executive Director of the Company and he has already been working with the Company as Vice President- Admin/IT/Purchase/Logistics. He is a commerce graduate and a diploma holder in computer science. He has also done a course on Strategic Sourcing & Supply Chain Management from IIM -Bangalore and is also Certified Global Negotiation Executive Training (CCNA) from The Institute of Supply Chain Management. He is a competent, results-oriented professional with 30 years of experience in Administration, Logistics and Information

Technology & Procurement (Entire P to P/S to P Cycle) Material Management in corporate sector as well as plant with SAP Environment.

Sri Agarwal is a highly self-motivated and goal oriented professional equipped with excellent communication (interpersonal and professional) and organizational skills to control all administrative job responsibilities at Plant and Corporate level. Sri Agarwal is a keen strategist, adept at creating innovative strategies and formulating administrative policies for accelerated growth of the organization. He deftly manage activities like Materials Management, Project Procurement, Budgets and Contracts, Logistics, IT, Insurance and IPR.

He is a member of Friends of Tribal society, Shree Hari Satsang Samiti, Salt Lake Sanskriti Sansad, Hindustan Club Ltd, Cosmopolitan Club Ltd, The Saturday Club Limited, Rotary Club Central Kolkata and Indian Chamber of Business Industry. 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 Rajesh Kumar Agarwal 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. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Sri Rajesh Kumar Agarwal for the office of 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 Rajesh Kumar Agarwal (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 and (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.

Sri Rajesh Kumar Agarwal satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this appointment. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as a Director. His vast knowledge and varied experience will be of immense value to the Company.

Copy of agreement entered into by the Company and Sri Rajesh Kumar Agarwal, setting out the terms and conditions of his appointment as Executive Director shall be open for

inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Sri Rajesh Kumar Agarwal and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned, in any way, in the Resolution as set out in item no. 7 & 8 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item no. 7 & 8 for your approval.

Item no. 9

Re-appointment of Sri Sajjan Bhajanka (DIN: 00246043), as Chairman and Managing Director of the Company

Sri Sajjan Bhajanka was re-appointed as Chairman and Managing Director of the Company for a period of five years from 1st April, 2016 to 31st March, 2021. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2020, approved his re-appointment as Chairman and Managing Director of the Company for a further period of five years from 1st April, 2021 to 31st March, 2026 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY:

₹1,20,00,000/- per annum, payable on monthly basis 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 ₹2,40,00,000/- per annum.

II. PERQUISITES :

In addition to salary, the Chairman and Managing 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 remuneration on account of such perquisites shall not exceed ₹1,00,000/- per month.

The Chairman and Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration 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.

III. COMMISSION:

Remuneration by way of commission, to be performance-based and not exceeding 2% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Sri Sajjan Bhajanka shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Sajjan Bhajanka, 69 years, is a commerce graduate having more than 41 years of rich experience in plywood, ferro-silicon and cement industries. He has been associated with the Company since 1986 and has played a key role in the diversification and growth of the Company. As the Promoter Director of the Company, he is responsible for advising and counselling management on corporate decisions, providing strategic guidance and supervising actively the day to day management and administration of the Company. 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.

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-I of Schedule V to the Act also contains similar relaxation. Sri Sajjan Bhajanka would be attaining the age of 70 years on 3rd June, 2022. As such, it is recommended that his present re-appointment itself as Chairman and Managing Director, not liable to retire by rotation and for payment of remuneration to him, be approved by the members by way of a Special Resolution. The proposed appointment of Sri Sajjan Bhajanka

is further subject to compliance of Regulation 17(1B) of the Listing Regulations which is to become effective on 1st April, 2022, where upon, he shall, at his own discretion, opt to continue either as the Chairman or as Managing Director of the Company.

Sri Sajjan Bhajanka satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Sajjan Bhajanka would be immensely beneficial to the Company and hence recommends the Special Resolution at item no. 9 of this Notice for your approval.

Copy of agreement entered into by the Company and Sri Sajjan Bhajanka, setting out the terms and conditions of his reappointment as Chairman and Managing Director shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Sri Sajjan Bhajanka, Sri Keshav Bhajanka 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 this resolution set out at item no. 9 of the Notice.

Item no. 10

Re-appointment of Sri Sanjay Agarwal (DIN: 00246132) as CEO and Managing Director of the Company

Sri Sanjay Agarwal was re-appointed as CEO and Managing Director of the Company for a period of five years from 1st July, 2016 to 30th June, 2021. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2020 has approved his re-appointment as CEO and Managing Director of the Company for a further period of five years from 1st July, 2021 to 30th June, 2026 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY :

₹1,20,00,000/- per annum, payable on monthly basis, 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 ₹2,40,00,000/-per annum.

II. PERQUISITES :

In addition to salary, Sri Sanjay Agarwal 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 remuneration on account of such perquisites shall not exceed ₹1,00,000/- per month.

Sri Sanjay Agarwal shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- 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.
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- Encashment of leave at the end of the tenure.

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

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

III. COMMISSION:

Remuneration by way of commission, to be performance-based and not exceeding 2% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Sri Sanjay Agarwal shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Sanjay Agarwal, 60 years, is a commerce graduate having more than 33 years of rich experience in diverse fields. He has been associated with the Company since its incorporation and has been instrumental in bringing about the phenomenal growth of the Company. 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 are annexed to this Notice.

Approval of the members is required by way of Ordinary Resolution for re-appointment of Sri Sanjay Agarwal as CEO and Managing Director, not liable to retire by rotation and for payment of remuneration to him. Sri Sanjay Agarwal satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Sanjay Agarwal would be immensely beneficial to the Company and hence recommend the Resolution at item no. 10 of this Notice for your approval.

Copy of agreement entered into by the Company and Sri Sanjay Agarwal, setting out the terms and conditions of his reappointment as CEO and Managing Director shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Sri Sanjay Agarwal, Smt. Nikita Bansal 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 this resolution set out at Item No. 10 of the Notice.

Item no. 11

Re-appointment of Sri Keshav Bhajanka (DIN: 03109701) as an Executive Director of the Company

Sri Keshav Bhajanka was appointed as an Executive Director of the Company for a period of five years from 28th January, 2016 to 27th January, 2021. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2020 has approved his re-appointment as an Executive Director of the Company for a further period of five years from 28th January, 2021 to 27th January, 2026 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY:

₹50,00,000/- per annum, payable on monthly basis, 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 ₹2,40,00,000/- per annum.

II. PERQUISITES:

In addition to salary, Sri Keshav Bhajanka 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 remuneration on account of such perquisites shall not exceed ₹1,00,000/- per month.

Sri Keshav Bhajanka shall also be entitled to the following perquisites which shall not be included in the remuneration 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.

III. COMMISSION:

Remuneration by way of commission, to be performance-based and not exceeding 1% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Sri Keshav Bhajanka shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Keshav Bhajanka has graduated in Accounting and Finance from University of Warwick, U. K. and has been overseeing the functioning of the Company's laminate and furniture divisions. 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 are annexed to this Notice.

Approval of the members is required by way of Ordinary Resolution for re-appointment of Sri Keshav Bhajanka as an Executive Director, liable to retire by rotation and for payment of remuneration to him. Sri Keshav Bhajanka satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified

from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Keshav Bhajanka would be immensely beneficial to the Company and hence recommend the Resolution at item no. 11 of this Notice for your approval.

Copy of agreement entered into by the Company and Sri Keshav Bhajanka, setting out the terms and conditions of his reappointment as an Executive Director shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Sri Keshav Bhajanka, Sri Sajjan Bhajanka 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 this resolution set out at Item No. 11 of the Notice.

Item no. 12

Re-appointment of Sri Ajay Baldawa (DIN: 00472128) as an Executive Director (Technical) of the Company

Sri Ajay Baldawa was re-appointed as an Executive Director (Technical) of the Company for a period of five years from 1st July, 2016, to 30th June, 2021. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 10th November, 2020 has approved his re-appointment as an Executive Director (Technical) of the Company for a further period of five years from 1st July, 2021 to 30th June, 2026 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY:

₹2,40,00,000/- per annum, payable on monthly basis, 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 ₹6,00,00,000/- per annum.

II. PERQUISITES :

In addition to salary, Sri Ajay Baldawa 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 remuneration on account of such perquisites shall not exceed ₹1,00,000/- per month.

Sri Ajay Baldawa shall also be entitled to the following perquisites which shall not be included in the remuneration 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.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, etc. payable to Sri Ajay Baldawa shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Ajay Baldawa, 64 years, is a B.E. (Engg.) and M.Tech. from IIT having more than 36 years of technical experience in plywood industry. He has been associated with the Company since 1994. He has played a key role in constant improvisation of the quality of the Company's products. 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 are annexed to this Notice.

Approval of the members is required by way of Ordinary Resolution for re-appointment of Sri Ajay Baldawa as an Executive Director (Technical), liable to retire by rotation and for payment of remuneration to him. Sri Ajay Baldawa satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Ajay Baldawa would be immensely beneficial to the Company and hence recommend the Resolution at item no. 12 of this Notice for your approval.

Copy of agreement entered into by the Company and Sri Ajay Baldawa, setting out the terms and conditions of his reappointment as Executive Director (Technical) shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Sri Ajay Baldawa 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. 12 of the Notice.

Item No. 13 and 14:

Approval of 'Century Ply Employee Stock Option Plan 2021' & Grant of employee stock Options to the employees of Subsidiary Company(ies) of the Company under Century Ply Employee Stock Option Plan 2021

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with your Company and its Subsidiary company(ies). With a view to motivate the key work force seeking their contribution to the corporate growth, create an employee ownership culture, attract new talents, and retain them for ensuring sustained growth, your Company intends to implement an employee stock Option plan namely '**Century Ply Employee Stock Option Plan 2021**' ("**ESOP 2021**" or "**Plan**") seeking to cover eligible employees of the Company and its Subsidiary company(ies).

Accordingly, the Nomination and Remuneration Committee of the Board of Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 30th July, 2021 and 10th August, 2021 had approved the introduction of ESOP 2021, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the SEBI SBEB Regulations and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company and its Subsidiary company(ies), as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the ESOP 2021 are as under:

a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the ESOP 2021 contemplates grant of Options to the eligible employees of the Company and its Subsidiary company(ies), as may be determined in due compliance of SEBI SBEB Regulations and provisions of ESOP 2021. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity

shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as Compensation Committee for the administration of ESOP 2021. All questions of interpretation of the ESOP 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2021.

b) Total number of Options to be granted:

The total number of Options to be granted under the ESOP 2021 shall not exceed 33,00,000 (Thirty Three Lakh). Each Option when exercised would be converted in to one equity share of ₹1/- (Rupee One) each fully paid-up.

Vested option lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employee or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorised to re-grant such lapsed/ cancelled options as per the provisions of ESOP 2021.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the ESOP 2021 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 33,00,000 (Thirty Three Lakh), shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the ESOP 2021:

All permanent employees and Directors (hereinafter referred to as "Employees") of the Company and its Subsidiary company(ies) shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- (i) a permanent employee of the Company who has been working in India or outside India;
- (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or
- (iii) an employee, as defined under Sub-clauses (i) and (ii) above, of the Subsidiary company(ies), existing or future, in or outside India, of the Company, if any.

but does not include—

- (i) an employee who is a Promoter or belongs to the Promoter Group; and
- (ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of **1 (One) year** from the date of grant of Options.

The vesting dates in respect of the Options granted under the ESOP 2021 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **4 (four) years** from the date of grant of options, as may be determined by the Committee.

f) Exercise price or pricing formula:

The exercise price shall be determined by the Committee at its sole discretion which shall not be less than the face value of the share and not greater than the market price of the share as on date of grant of such Option.

g) Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of **4 (Four) years** from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the ESOP 2021:

The appraisal process for determining the eligibility shall be based on designation, tenure of association with the

Company, performance during previous years, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted to any specific employee of the Company under the ESOP 2021 in any financial year and in aggregate, shall not exceed 500000 (Five Lakh) Options.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2021:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options. Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2021.

k) Route for ESOP 2021 implementation and administration:

The ESOP 2021 shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under ESOP 2021:

The ESOP 2021 contemplates issue of fresh/ primary shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present ESOP 2021.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present ESOP 2021.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2021 shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or

concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2021.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.13 and 14 of the accompanying notice.

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

Sd/-
Sundeep Jhunjunwala
Company Secretary
FCS 4946

10th August, 2021
Registered Office
P-15/1, Taratala Road
Kolkata- 700 088

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 Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings)

Name	Sri Vishnu Khemani (3)	Sri Keshav Bhajanka (4 & 11)	Sri Naresh Pachisia (6)	Sri Rajesh Kumar Agarwal (7 & 8)	Sri Sajjan Bhajanka (9)	Sri Sanjay Agarwal (10)	Sri Ajay Baldawa (12)
Director's Identification Number (DIN)	01006268	03109701	00233768	00223718	00246043	00246132	00472128
Age (Years)	69	32	58	51	69	60	64
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Qualifications	Science Graduate	Graduate (Accounting and Finance)	Graduate (Commerce); AMP from ISB, Hyderabad; Certified Financial Planner (CFP)	Graduate (Commerce); Diploma Holder in Computer Science	Graduate (Commerce)	Graduate (Commerce)	B.E. Engg., M.Tech
Experience (Years)	43	10	38	30	42	34	36
Expertise in specific functional area	Management & Administration	Sales & Marketing	Capital Markets	Administration, Logistics, Information Technology & Procurement	Management, Administration & Finance	Marketing & Sales Promotion	Production & Technical
Date of first appointment on the Board of the Company	16.04.2008	28.01.2016	01.04.2021	09.02.2021	05.12.1986	05.01.1982	23.02.1994
Shareholding in the Company (equity shares of FV. ₹1 each) including shareholding as a beneficial owner (as on 31 st March, 2021)	1,27,86,900	5,00,000	Nil	40,53,882	2,62,14,037	2,48,80,460	75,000
Terms and conditions of appointment/ reappointment and details of remuneration							

Name	Sri Vishnu Khemani (3)	Sri Keshav Bhajanka (4 & 11)	Sri Naresh Pachisia (6)	Sri Rajesh Kumar Agarwal (7 & 8)	Sri Sajjan Bhajanka (9)	Sri Sanjay Agarwal (10)	Sri Ajay Baldawa (12)
Terms and conditions	Tenure as Managing Director upto 31 st July, 2023, Liable to retire by Rotation	Tenure as Executive Director upto 27 th January, 2026, Liable to retire by rotation [%]	Tenure as Independent director upto 31 st March 2024, not liable to retire by rotation [%]	Tenure as Executive Director upto 8 th February, 2024, Liable to retire by rotation [%]	Tenure as Chairman and Managing Director upto 31 st March, 2026, not liable to retire by rotation [%]	Tenure as a CEO and Managing Director upto 30 th June, 2026, not liable to retire by rotation [%]	Tenure as Executive Director (Technical) upto 30 th June, 2026, Liable to retire by rotation [%]
Present ceiling of Remuneration (₹) p.a.#	Fixed- ₹2,40,00,000/-; Perquisites- ₹12,00,000/-; Commission-not exceeding 2% of the net profits in a particular financial year	Fixed- ₹2,40,00,000/-; Perquisites- ₹12,00,000/-; Commission-not exceeding 1% 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.	Fixed- ₹1,00,00,000/-; Perquisites- ₹12,00,000/- [%]	Fixed- ₹2,40,00,000/-; Perquisites- ₹12,00,000/-; Commission-not exceeding 2% of the net profits in a particular financial year [%]	Fixed- ₹2,40,00,000/-; Perquisites- ₹12,00,000/-; Commission-not exceeding 2% of the net profits in a particular financial year [%]	Fixed- ₹6,00,00,000/- Perquisites- ₹12,00,000/- [%]
Details of Remuneration sought to be paid [^]	Fixed- ₹1,20,00,000 Commission- [^]	Fixed- ₹1,00,00,000 Commission- [^]	Commission- ₹4,00,000 per annum	Fixed- ₹90,00,000/-	Fixed- ₹1,20,00,000 Commission- [^]	Fixed- ₹1,20,00,000 Commission- [^]	Fixed- ₹5,35,00,000
Last drawn remuneration (₹) p.a.	Fixed- ₹6,00,00,000 Commission- ₹1,43,17,000	Fixed- ₹2,50,00,000 Commission- ₹29,62,500	NIL	Fixed- ₹7,69,370 [@]	Fixed- ₹6,00,00,000 Commission- ₹1,43,40,500	Fixed- ₹6,00,00,000 Commission- ₹1,43,40,500	Fixed- ₹2,40,00,000
Number of Board Meetings attended during the FY 2020-21 (out of 4 held)	4	4	NA	1	4	4	4

Name	Sri Vishnu Khemani (3)	Sri Keshav Bhajanka (4 & 11)	Sri Naresh Pachisia (6)	Sri Rajesh Kumar Agarwal (7 & 8)	Sri Sajjan Bhajanka (9)	Sri Sanjay Agarwal (10)	Sri Ajay Baldawa (12)
List of directorships held in other Companies (excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Century MDF Ltd. 2. Sharon International Services Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Adonis Vyaper Pvt. Ltd. 2. Apnapan Viniyog Pvt. Ltd. 3. Ara Suppliers Pvt. Ltd. 4. Arham Sales Pvt. Ltd. 5. Century LED Ltd. 6. Century Plantations Ltd. 7. Dewdrop Enclave Pvt. Ltd. 8. Indian Chamber of Commerce Calcutta 9. Sri Ram Merchants Pvt Ltd 10. Sri Ram Vanijya Pvt Ltd 11. Star Cement Lumshnong Ltd. 12. Star Cement North East Ltd. 	<ol style="list-style-type: none"> 1. Gillanders Arbutnot & Company Ltd. 2. Linc Pen & Plastics Ltd. 3. Orbit Regency Maintenance Company Pvt. Ltd. 4. SKP Commodities Ltd. 5. SKP Insurance Advisors Pvt. Ltd. 6. SKP Risk Advisors Pvt. Ltd. 7. SKP Securities Ltd. 	<ol style="list-style-type: none"> 1. Amul Boards Pvt. Ltd. 2. Brijdharm Merchants Pvt Ltd 3. Century Infotech Pvt. Ltd. 4. Century LED Ltd. 5. Century Plantations Ltd. 6. Esteem Angan Pvt. Ltd. 7. Eureka Complex Pvt. Ltd. 8. Hindusthan Club Ltd 9. Megha Technical and Engineers Pvt. Ltd. 10. NE Hills Hydro Ltd. 11. Pacific Plywoods Pvt Ltd 12. Preferred Cement Pvt. Ltd. 13. Shyam Century Cement Industries Ltd. 14. Shyam Century Ferrous Ltd. 15. Shyam Century Metallic Ltd. 16. Shyam Greenfield Developer Pvt. Ltd. 17. Good look Infracon Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Association of Indian Panelboard Manufacturer 2. Brijdharm Merchants Pvt Ltd 3. Century MDF Ltd. 4. Century Panels Ltd. 5. Fine Infraprojects Pvt. Ltd. 6. Makui Properties Pvt. Ltd. 7. Meghalaya Power Ltd. 8. Pacific Plywoods Pvt. Ltd. 9. Shyam Century Ferrous Ltd. 10. Shyam Century Multi Projects Pvt. Ltd 11. Sri Ram Merchants Pvt. Ltd. 12. Sri Ram Vanijya Pvt. Ltd. 13. Star Cement Ltd. 14. Star Cement Meghalaya Ltd. 	<ol style="list-style-type: none"> 1. Auroville Investments Pvt. Ltd. 2. Brijdharm Merchants Pvt Ltd 3. Century Coats Ltd. 4. Century Infotech Ltd. 5. Century Panels Ltd. 6. Fine Infraprojects Pvt. Ltd. 7. Indian Chamber of Commerce Calcutta 8. Pacific Plywoods Pvt. Ltd. 9. Ranisati Vihar Pvt. Ltd. 10. Star Cement Ltd. 11. Star Cement Meghalaya Ltd. 12. Sumangal Business Pvt. Ltd. 13. Sumangal International Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Adonis Vyaper Pvt. Ltd. 2. Apnapan Viniyog Pvt. Ltd. 3. Ara Suppliers Pvt. Ltd. 4. Arham Sales Pvt. Ltd. 5. Auro Sundriam Ply & Door Pvt. Ltd. 6. Century MDF Ltd. 7. Century Panels Ltd. 8. Century Plyboards (Meghalaya) Ltd. 9. Darshanlal Jagdishparshad Pvt. Ltd.

Name	Sri Vishnu Khemani (3)	Sri Keshav Bhajanka (4 & 11)	Sri Naresh Pachisia (6)	Sri Rajesh Kumar Agarwal (7 & 8)	Sri Sajjan Bhajanka (9)	Sri Sanjay Agarwal (10)	Sri Ajay Baldawa (12)
Memberships/ Chairmanships of Committees of Boards of other Companies**	None	None	Audit Committee: Member- 1. Gillanders Arbuthnot & Co. Ltd. 2. Linc Pen & Plastics Ltd. 3. SKP Securities Ltd. Stakeholders Relationship Committee: Member- 1. SKP Securities Ltd.	Stakeholders Relationship Committee: Chairperson- 1. Shyam Century Ferrous Ltd.	Audit Committee: Member- 1. Star Cement Ltd. 2. Star Cement Meghalaya Ltd. 3. Meghalaya Power Ltd. Stakeholders Relationship Committee: Member- 1. Star Cement Ltd.	Stakeholders Relationship Committee: Member- 1. Star Cement Ltd.	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	Son of Sri Sajjan Bhajanka, Chairman and Managing Director	None	None	Father of Sri Keshav Bhajanka, Executive Director	Father of Smt. Nikita Bansal, Executive Director	None

^ Commission to be paid within approved limits on recommendation by the Nomination and Remuneration Committee

^^ Subject to revision within approved limits

@ Remuneration paid in the capacity of Executive Director since 09.02.2021

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

\$ appointment is further subject to compliance of Regulation 17(1B) of the SEBI Listing Regulations which is to become effective on 1st April, 2022, where upon, he shall, at his own discretion, opt to continue either as the Chairman or as Managing Director of the Company.

% Subject to approval of Shareholders

**Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship 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- 2243-5029/2248-2248

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 at 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. Please enclose the following documents-
 - a. Self-attested scanned copy of PAN card; and
 - b. 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.
5. 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.