



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 Forty-first (41st) Annual General Meeting (AGM) of the Members of **Century Plyboards (India) Limited**, will be held on **Wednesday, 21st September, 2022 at 11:00 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Sri Ajay Baldawa (DIN: 00472128), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Nikita Bansal (DIN: 03109710), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Sri Probir Roy (DIN: 00033045), as an Independent 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 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and 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 of Directors of the Company, Sri Probir Roy (DIN: 00033045), who holds the office of Independent Director up to 30th September, 2022 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term of three years from 1st October, 2022 to 30th September, 2025, notwithstanding that he has attained the age of 75 years."

6. **Approve payment of remuneration to Executive Directors who are Promoters in excess of limits mentioned in Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

"RESOLVED that pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the consent of the Members of the Company



be and is hereby accorded to the continuance of payment of remuneration as per the terms and conditions approved by the Shareholders, to Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Vishnu Khemani, Sri Prem Kumar Bhajanka, Sri Rajesh Kumar Agarwal, Sri Keshav Bhajanka and Ms. Nikita Bansal, Executive Directors and Promoters or members of the promoter group, of the Company, notwithstanding the fact that the annual remuneration payable in aggregate to all of them may exceed the limit of 5% of net profit of the Company as prescribed in Regulation 17(6)(e)(ii) of the Listing Regulations, for the financial years beginning from 1st April, 2022 till the expiry of respective term of each such Director.”

“RESOLVED FURTHER that the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

20th July, 2022
Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

Sd/-
Sundeep Jhunjunwala
Company Secretary
FCS 4946

NOTES

1. In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and 2/2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars"), permitted, inter-alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. Further, the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred to as "SEBI Circulars") has also permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of these MCA Circulars SEBI Circulars, Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 41st 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. Hence, Members can attend and participate in the AGM through VC/OAVM only.
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 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. Alternatively, they can also upload their Resolution/Authorization etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
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. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 5 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 15th September, 2022 to Wednesday, 21st September, 2022 (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, 2022, if declared at the Annual General Meeting.
8. Members may note that the Board of Directors at its meeting held on 16th May, 2022, has recommended payment of final dividend on equity shares @ ₹ 1.50/- per equity share for the financial year 2021-22. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid, subject to deduction of tax at source, within statutory time limit to those members
 - (a) whose names appear as beneficial owners at the end of the business hours on 14th September, 2022 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 21st September, 2022, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 14th September, 2022.
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 Share 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. In order to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN with the DPs (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 14th September, 2022 or by submitting the documents at <https://mdpl.in/form>.

Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act, 1961 (“the IT Act”), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the IT Act, as applicable. 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 14th September, 2022 or by submitting the documents at <https://mdpl.in/form>.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, latest by 11:59 P.M. (IST) on 14th September, 2022.

12. **Updation of PAN and other details:** SEBI has vide Circular dated 3rd November, 2021 and 14th December, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available under the ‘Investor Information’ section of the Company’s website. PAN details are to be compulsorily linked to Aadhaar by 31st March, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after 1st April, 2023, shall be frozen as per the aforesaid circular. Effective from 1st January, 2022, any service requests/ complaints received from a Member holding physical securities will not be processed by the Registrar till the aforesaid details/ documents are provided to the Registrar. The Company has sent individual letters to all the Members holding shares

of the Company in physical form for furnishing their PAN, KYC details and Nomination.

13. In terms of Regulation 40 of the Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. However, Members can continue to hold shares in physical form. Accordingly, Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. 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.
14. As per the provisions of Section 72 of the Act and applicable SEBI Circular, any holder of securities of the Company may, at any time, nominate any person as his/her nominee upon whom the securities shall vest in the event of his/her death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company/ RTA. If a Member desires to make changes to their nomination details, he/she may submit the same in Form ISR-3 or Form SH-14. In respect of shares held in dematerialized form, the nomination form may be filed with their respective DPs. The said form can be downloaded from the Company’s website under ‘Investor Information’ section.
15. SEBI vide its notification dated 24th January, 2022, has mandated Listed Companies to issue securities in demat form only after processing the requests in prescribed Form ISR-4 received for issue of duplicate certificate, transmission, transposition, renewal/exchange of share certificate, endorsement, sub-division/splitting of certificate, consolidation of certificates, etc. The RTA will after processing such requests issue a Letter of Confirmation to the concerned shareholder for submission to DP within 120 days from the date of issue of Letter of Confirmation for dematerialisation of shares. In case shareholder fails to submit the demat request within the aforesaid period, the RTA shall credit the shares to Suspense Escrow Demat Account of the Company. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website under the ‘Investors’ section. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder / Member as soon as possible. Members are also advised to periodically obtain / request their DP for statement of their shareholding and the same be verified from time to time.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address with pincode, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of

attorney, specimen signature, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants (DPs) in case the shares are held in electronic form and to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms (as applicable) pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with clarification dated 14th December, 2021. PAN details are to be compulsorily linked to Aadhaar by 31st March, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after 1st April, 2023, shall be frozen as per the aforesaid circular.

18. 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 along with the requisite KYC documents for consolidating their holdings in one folio. A consolidated Letter of Confirmation will be issued to such Members after making requisite changes for submission to DP for dematerialising the same. 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.
19. 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.
20. 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.
21. Members are requested to note that dividends if not encashed for a consecutive period of seven 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) on due dates. The shares in respect of which such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/ Claimants 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 has transferred to the IEPF, final Dividend for the Financial Year 2013-14 and interim dividend for the Financial Year 2014-15 which remained unpaid/ unclaimed for a period of seven years. 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 the details of unpaid/ unclaimed amounts lying with the Company, on the "Investors Section" of the Company's website (www.centuryply.com) and also on the website of the Ministry of Corporate Affairs.

22. **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 casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM 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.
- B) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 14th September, 2022 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, 17th September, 2022 and will end at 5.00 p.m. on Tuesday, 20th September, 2022. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 20th September, 2022. At the end of remote e-voting, the remote e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during remote e-voting period or e-voting during the AGM.
- 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, 14th September, 2022, 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. 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 Board of Directors 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 during the AGM and through remote e-voting, will, not later than two working days or three calendar days, whichever is earlier, of conclusion of the AGM, 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 for 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 and e-voting during the meeting. <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.

Type of shareholders	Login Method
	<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 phone. 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 options available against 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 and voting during the meeting. <p>III. Mobile Application</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 the options available against 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 and 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.

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’.

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

- 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.nsd.com.
 - ii. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.

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 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.
 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. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
 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.nsd.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 www.evoting.nsd.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 download section of www.evoting.nsd.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 and/or Ms. Pallavi Mhatre, Senior Manager- NSDL at evoting@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.

23. 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.

24. 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 Meeting"** menu against company name. You are requested to click on VC / OAVM link placed under Join 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 Mr. Amit Vishal, Senior Manager – NSDL at evoting@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.co.in / 022-24994545 or call at 1800-1020 990/ 1800 22 44 30.
- 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, 15th September, 2022 to Saturday, 17th September, 2022 (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, 15th September, 2022 to Saturday, 17th September, 2022 (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.
25. 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 for the year 2021-22 will also be available on the Company's website www.centuryply.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
26. 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.

27. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts in respect of Special Business under item nos. 5 to 6 of the Notice, is annexed hereto.
28. 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.
29. 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.**

20th July, 2022
Registered Office
P-15/1, Taratala Road
Kolkata- 700 088

Sd/-
Sundeep Jhunjunwala
Company Secretary
FCS 4946

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 5

Re-appointment of Sri Probir Roy (DIN: 00033045), as an Independent Director of the Company

The Members of the Company, through Postal Ballot on 28th March, 2019, had approved appointment of Sri Probir Roy (DIN: 00033045) as an Independent Director of the Company to hold office for a term from 1st April, 2019 to 30th September, 2022. He holds office as Independent Director of the Company up to 30th September, 2022 ("first term" in terms of the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Sri Probir Roy, being eligible, offers himself to be re-appointed for a second term.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Director and his consent for reappointment, has recommended reappointment of Sri Probir Roy for a second term of three years from 1st October, 2022 to 30th September, 2025 as Independent Director on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as recommended by the Nomination and Remuneration Committee, also considers that, given his background, experience and substantial contributions made by him during his tenure, the continued association of Sri Probir Roy would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to reappoint Sri Probir Roy as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of three years from 1st October, 2022 to 30th September, 2025. Sri Probir Roy, who has already attained the age of seventy five years, has been actively participating in all Board and Committee proceedings.

Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Sri Probir Roy is summarized herein and the same serves as adequate justification for recommending his reappointment. The performance evaluation of Independent Director was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

Sri Roy extensively helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates constructively and actively in the meetings of the Board which he is a member. He applies independent judgement and effectively deploys expertise and knowledge in Board proceedings, while keeping

the interest of all the Stakeholders at the fore-front. He has upheld ethical standards of integrity and rectitude, maintained confidentiality and have also abstained from performing any action that would lead to loss of their independence.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, no Listed Company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a Listed Company, shall be subject to the approval of shareholders by way of a special resolution. Sri Probir Roy has already attained the age of seventy five years and therefore, in compliance with the said regulation and based on justification indicated hereinabove, consent of the Members for his reappointment is being sought by way of a Special Resolution.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Sri Probir Roy for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode.

The Company has also received from Sri Probir Roy (i) consent to act as Director 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 (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 and (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

The Board of Directors is of the opinion that Sri Probir Roy fulfills the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as Independent Directors.

Brief resume, the nature of expertise in specific functional areas, names of companies in which he holds 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.

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

Except Sri Probir Roy and his relatives, no other Director, Key Managerial Personnel or their respective relatives is interested or concerned, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out in item no. 5 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special resolution set out in Item no. 5 for your approval.

Item no. 6

Approve payment of remuneration to Executive Directors who are Promoters in excess of limits as mentioned in Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of the Company, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, had approved the re-appointments and the payment of Managerial Remuneration of Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Vishnu Khemani, Sri Prem Kumar Bhajanka, Sri Rajesh Kumar Agarwal, Sri Keshav Bhajanka and Ms. Nikita Bansal, Executive Directors and Promoters or members of the promoter group of the Company. Their respective tenure and the terms of remuneration, as approved by the Shareholders for the aforesaid Directors are summarized below:

Name of Director	Shareholders approval date	Tenure	Remuneration approved
Sri Sajjan Bhajanka	8 th September, 2021	1 st April, 2021 to 31 st March, 2026	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 2% of the net profit Other terms-As per Agreement
Sri Sanjay Agarwal	8 th September, 2021	1 st July, 2021 to 30 th June, 2026	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 2% of the net profit Other terms-As per Agreement
Sri Vishnu Khemani	14 th September, 2018	1 st August, 2018 to 31 st July, 2023	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 2% of the net profit Other terms-As per Agreement
Sri Prem Kumar Bhajanka	14 th September, 2018	1 st August, 2018 to 31 st July, 2023	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 2% of the net profit Other terms-As per Agreement
Sri Rajesh Kumar Agarwal	8 th September, 2021	9 th February, 2021 to 8 th February, 2024	Salary- Maximum ₹ 1,00,00,000/-per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Other terms-As per Agreement
Sri Keshav Bhajanka	8 th September, 2021	28 th January, 2021 to 27 th January, 2026	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 1% of the net profit Other terms-As per Agreement
Ms. Nikita Bansal	24 th May, 2022	1 st February, 2022 to 31 st January, 2027	Salary- Maximum ₹ 2,40,00,000/- per annum. Perquisites- Maximum ₹ 1,00,000/- per month. Commission- Maximum 1% of the net profit Other terms-As per Agreement



As per Regulation 17(6)(e)(ii) of the Listing Regulations, the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution, if the aggregate annual remuneration to all such promoter executive directors exceeds 5% of the net profits of the Company computed as per Section 198 of the Act.

At present, Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Prem Kumar Bhajanka, Sri Vishnu Khemani, Sri Rajesh Kumar Agarwal, Sri Keshav Bhajanka and Ms. Nikita Bansal are the Promoter Executive Directors on the Board. The aggregate annual remuneration payable to such Promoter Executive Directors for their remaining tenure may exceed 5% of the net profits of the Company and therefore, approval of Members by way of Special Resolution is required in order to comply with the requirements of Regulation 17(6)(e) of the Listing Regulations and to continue making payment of remuneration to them as mentioned in their respective appointment/reappointment agreements, till the expiry of their respective terms. The Board, at its meeting held on 20th July, 2022 has also considered and recommended the same for approval of the members.

Copy of agreement entered into by the Company and Sri Sajjan Bhajanka, Sri Sanjay Agarwal, Sri Prem Kumar Bhajanka, Sri Vishnu Khemani, Sri Rajesh Kumar Agarwal, Sri Keshav Bhajanka and Ms. Nikita Bansal, respectively, setting out the

terms and conditions of their 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 the aforesaid Promoter Executive Directors and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 6 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

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

20th July, 2022
Registered Office
P-15/1, Taratala Road
Kolkata- 700 088

Sd/-
Sundeep Jhunhunwala
Company Secretary
FCS 4946

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 Ajay Baldawa (3)	Ms. Nikita Bansal (4)	Sri Probir Roy (5)
Director's Identification Number (DIN)	00472128	03109710	00033045
Age (Years)	65	33	78
Nationality	Indian	Indian	Indian
Qualifications	B.E. Engg., M.Tech	Economic Graduate and Minor in Business and Mathematics from New York University	M.Sc. (Chemistry); B.Sc. Chemical Engineering; M.B.A
Experience (Years)	40	11	53
Expertise in specific functional area	Production & Technical	Marketing, internal communication and administrations	Operations, strategic planning & administration
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable	Sri Probir Roy has sufficient breadth of skills in areas of Industry knowledge & experience, Leadership & Management, Financial & Accounting, Technical, Operations & Information Technology, Behaviour & Equanimity, Global Business, Risk Management and Legal, Corporate Strategy & Arrangements and Board Governance & Ethics. The Company believes that his skills, knowledge and experience on the Board will complement the effective functioning of the Company.
Date of first appointment on the Board of the Company	23.02.1994	01.02.2017	01.04.2019
Shareholding in the Company (equity shares of FV ₹ 1 each.) including shareholding as a beneficial owner (as on 31 st March, 2022)	75,000	69,200	Nil
Terms and conditions of appointment/ reappointment and details of remuneration			
Terms and conditions	Tenure as Executive Director (Technical) upto 30 th June, 2026; liable to retire by rotation	Tenure as Executive Director upto 31 st January, 2027, liable to retire by rotation	Tenure as Independent director upto 30 th September, 2025; % not liable to retire by rotation

Name	Sri Ajay Baldawa (3)	Ms. Nikita Bansal (4)	Sri Probir Roy (5)
Present ceiling of Remuneration(₹) p.a. #	Fixed- ₹6,00,00,000/- Perquisites- ₹ 12,00,000/-	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.
Details of Remuneration sought to be paid	Fixed- ₹6,00,00,000	Fixed- ₹ 1,00,00,000/- Commission- ^	Entitled to receive Sitting fees for attending Board and Committee meetings and Commission as approved by the Board of Directors of the Company
Last drawn remuneration during the financial year ended 31.03.2022 (₹) p.a.	Fixed- ₹6,00,00,000	Fixed- ₹ 1,00,00,000 Commission- ₹ 1,10,90,000	Sitting fees for attending Board and Committee meetings: Commission- ₹ 4,00,000 per annum
Number of Board Meetings attended during the FY 2021-22 (out of 4 held)	4	4	4
List of directorships held in other Companies (excluding Foreign Companies)	1. Adonis Vyaper Pvt. Ltd. 2. Apnapan Viniyog Pvt. Ltd. 3. Ara Suppliers Pvt. Ltd. 4. Atham Sales Pvt. Ltd. 5. Auro Sundram Ply & Door Pvt. Ltd. 6. Century MDF Ltd. 7. Century Panels Ltd. 8. Century Plyboards (Meghalaya) Ltd. 9. Darshanlal Jagdishpaishad Pvt. Ltd.	1. Adonis Vyaper Private Ltd. 2. Apnapan Viniyog Private Ltd. 3. Century Coats Ltd 4. Century Infotech Ltd. 5. Century Ports Ltd. 6. Star Cement North East Ltd. 7. Star Cement (I) Ltd. 8. Century Infra Ltd.	1. Duroply Industries Ltd. 2. Industrial and Prudential Investment Company Ltd. 3. East India Pharmaceutical Works Ltd. 4. Patton International Ltd 5. Vikram Solar Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies**	None	None	Audit Committee: Chairperson- 1. Industrial and Prudential Investment Company Ltd. Member- 1. Duroply Industries Ltd. 2. East India Pharmaceutical Works Ltd. 3. Patton International Ltd 4. Vikram Solar Ltd. Keventer Agro Ltd.
Listed entities from which the Director has resigned in the past three years	None	None	None
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	Daughter of Sri Sanjay Agarwal, CEO & Managing Director	None

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

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

% 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- 22435029/2248-2248
 Email : mdpldc@yahoo.com

Dear Sir / Madam,

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

Folio No. / DP ID & Client ID	
Name of the First Registered Holder	
Name of the Joint Holder(s), (if any)	
Registered Address	
Email ID (to be Registered)	
Signature of the First Registered Holder	
Date:	

Notes:

1. On registration/ updation, all the communications will be sent to the registered e-mail ID.
2. The form is also available on the website of the Company www.centuryply.com under the "Investors" section.
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail ID updated with the Depository Participants with whom they are holding their Demat Account.
4. 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.