



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-second (42nd) Annual General Meeting (AGM) of the Members of **Century Plyboards (India) Limited**, will be held on **Wednesday, 27th September, 2023 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, 2023 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, 2023 together with Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2023.
3. To appoint a Director in place of Sri Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri Rajesh Kumar Agarwal (DIN: 00223718), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as 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 read with 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 approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512), as Managing Director of the Company for a period of five years with effect from 1st August, 2023 to 31st July, 2028, notwithstanding his attaining 70 years of age on 2nd May, 2028 during the currency of his tenure, on such terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into between the Company and Sri Prem Kumar 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 consent of the Members be and is hereby accorded to the payment of remuneration to Sri Prem Kumar Bhajanka (Promoter of the Company), as Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended."

"RESOLVED FURTHER that the Board of Directors of the Company (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 Prem Kumar 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.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

6. Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as 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 read with 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 approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Vishnu Khemani (DIN: 01006268), as Managing Director of the Company for a period of five years with effect from 1st August, 2023 to 31st July, 2028, notwithstanding that he has attained the age of 70 years, on such terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into between the Company and Sri Vishnu Khemani, 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 consent of the Members be and is hereby accorded to the payment of remuneration to Sri Vishnu Khemani (Promoter of the

Company), as Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.”

“RESOLVED FURTHER that the Board of Directors of the Company (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 Vishnu Khemani 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.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

7. Re-appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as 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 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 Amit Kiran Deb (DIN: 02107792), who holds the office of Independent Director up to 30th September, 2023 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 five years from 1st October, 2023 to 30th September, 2028, notwithstanding his attaining 75 years of age on 26th December, 2023, during the currency of his tenure.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

8. Revision in remuneration of Sri Ajay Baldawa (DIN: 00472128), 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 Section 197, 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 in partial modification of the resolutions passed by the Members of the Company on 8th September, 2021 approving the re-appointment and terms including remuneration of Sri Ajay Baldawa, Executive Director (Technical) of the Company and in line with the recommendations of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for revision in remuneration structure of Sri Ajay Baldawa, with effect from 1st April, 2023 up till his residual tenure of office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement entered into between the Company and Sri Ajay Baldawa, which agreement

also be and is hereby approved, by modifying the limits of maximum gross remuneration payable and inclusion of variable pay in the form of commission on net profits, calculated in the manner referred to in Section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, 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 stipulated/approved overall ceilings on remuneration.”

“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 except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Executive Director (Technical) of the Company, as approved by the Members at their Annual General Meeting held on 8th September, 2021, shall remain unchanged.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

9. Revision in remuneration of Sri Rajesh Kumar Agarwal (DIN: 00223718), Executive 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 Section 197, 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 in partial modification of the resolutions passed by the Members of the Company on 8th September, 2021 approving the appointment

and terms including remuneration of Sri Rajesh Kumar Agarwal, Executive Director of the Company and in line with the recommendations of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for revision in remuneration structure of Sri Rajesh Kumar Agarwal, with effect from 1st April, 2023 up till his residual tenure of office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement entered into between the Company and Sri Rajesh Kumar Agarwal, which agreement also be and is hereby approved, by inclusion of variable pay in the form of commission on net profits, calculated in the manner referred to in Section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, 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 stipulated/approved overall ceilings on remuneration.”

“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 consent of the Members be and is hereby accorded to the payment of remuneration to Sri Rajesh Kumar Agarwal (Promoter of the Company), as Executive Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.”

“RESOLVED FURTHER that except for the aforesaid revision in salary, all other terms and conditions of his appointment as Executive Director of the Company, as approved by the Members at their Annual General Meeting held on 8th September, 2021, shall remain unchanged.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

By Order of the Board

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

Sd/-

Sundeep Jhunjunwala

Company Secretary

FCS 4946

4th August, 2023
Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

NOTES

1. In accordance with the provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and General Circular No. 10/2022 dated 28th December, 2022, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, other Circulars issued by Securities and Exchange Board of India (“SEBI”) from time to time, companies are allowed to hold AGM through video conference/other audio visual means (“VC/OAVM”) upto 30th September, 2023, without the physical presence of members at a common venue. The 42nd 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. The audio recording and transcript of the same shall be made available on the website of the Company.
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 is not annexed to this Notice. For same reason, Attendance Slip and Route Map of AGM are also 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 their behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email to their registered email address at 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 as on the cut-off date will be entitled to vote electronically at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (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, 2023, if declared at the Annual General Meeting.
7. Members may note that the Board of Directors at its meeting held on 15th May, 2023, has recommended payment of final dividend on equity shares @ Re.1/- per equity share for the Financial Year 2022-23. 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 20th September, 2023 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 27th September, 2023, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 20th September, 2023.
8. 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.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will considered for remittance of dividends. 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.
10. 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 20th September, 2023 or by submitting the documents at <https://mdpl.in/>.

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 20th September, 2023 or by submitting the documents at <https://mdpl.in/>.

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 20th September, 2023.

11. SEBI vide its notification dated 24th January, 2022 amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition of securities shall be processed only in dematerialized form. Further, as detailed in clause 13 below, issuance of equity shares in physical form have been disallowed by SEBI. In view of the same, 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 dematerialization. A Guidance note on procedure for dematerialization of shares held in physical form is also placed on the website of the Company under 'Investors' section.
12. 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 who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. Members are requested to submit the requisite forms to their respective DPs in case the shares are held in dematerialized form and to the

Company/ RTA in case the shares are held in physical form quoting your folio number. The said forms can be downloaded from the website of the Company at <https://www.centuryply.com/investors-new/forms-and-downloads> or from the website of RTA at <https://www.mdpl.in/>.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated Listed Companies to issue securities in demat form only while processing service request i.e. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, endorsement, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. 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 dematerialization of shares. In case the 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 the said service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.centuryply.com/investors-new/forms-and-downloads> and website of the RTA at <https://www.mdpl.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. 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 not to leave their demat account(s) dormant for long and to periodically obtain/request their DP for statement of their shareholding and verify the same from time to time.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address with pin code, 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/RTA in prescribed Form ISR-1 and other forms (as applicable) enclosing the self-attested

supporting document, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. In the absence of any of the required documents in a folio, on or after 1st October, 2023, the folio shall be frozen by the RTA and such physical shareholders will not be eligible to lodge grievance or avail service request from the RTA of the Company and will not be eligible for receipt of dividend in physical mode. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after 31st December, 2025. The Company had sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.centuryply.com/investors-new/forms-and-downloads> and furnish the requisite details.

16. 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. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. Members seeking any information regarding accounts or any other matter to be placed at the AGM, are requested to write to the Company at investors@centuryply.com at least seven days before the date of the AGM so as to enable the management to keep the same ready on the date of AGM and to reply suitably.
18. 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 relevant documents referred to in this Notice of this AGM and explanatory statement 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 by mentioning their name and Folio Number/ DP ID and Client ID.

19. Members are requested to note that, dividends which remains unclaimed / unpaid for a 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. Further, all shares in respect of which dividend has not been encashed by the Members for seven consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. In view of this, the Company requests all the Members/ Claimants to encash/claim their respective 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 2014-15 and interim dividend for the Financial Year 2015-16 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.

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

- A) Pursuant to the provisions of Section 108 of the Act, 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, 20th September, 2023 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, 23rd September, 2023 and will end at 5.00 p.m. on Tuesday, 26th September, 2023. The remote e-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 26th September, 2023. 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, 20th September, 2023, 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. <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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website 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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. To login into Easi /Easiest, users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi tab and then use your existing My Easi username & password. After successful login in to Easi/Easiest, the user will be also able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available on CDSL website www.cdslindia.com wherein users can click on login & New System Myeasi tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 call at 022 - 4886 7000 and 022 - 2499 7000
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 contact at toll free no. 1800 22 55 33

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
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.co.in. 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

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.

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.

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.nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000. 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.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 download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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 website of the Company's RTA, i.e., M/s. Maheshwari Datamatics Pvt. Ltd. on www.mdpl.in.
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 Meeting"** menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed.
- 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 to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 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, may contact on the helpline number or other contact details provided above.
 - 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, 20th September, 2023 to Saturday, 23rd September, 2023 (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, 20th September, 2023 to Saturday, 23rd September, 2023 (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. In compliance with 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).

In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2022-23 and Notice of the 42nd AGM of the Company, he/she may send a request to the Company by writing at investors@centuryply.com or to the Company's RTA at mdpldc@yahoo.com mentioning their DP ID and Client ID/folio no.

Members may note that the Notice and Annual Report for the Financial Year 2022-23 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.

- 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 submitting duly filled Form No. ISR-1 as mentioned in clause 15 above, so as to receive all communication including Annual Report, Notices, Circulars, Dividend credit intimations 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. 5 to 9 of the Notice, is annexed hereto. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May, 2020, these items of Special businesses, are considered to be unavoidable by the Board and hence, form part of this Notice.
- 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.

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

Sd/-
Sundeep Jhunjunwala
Company Secretary
FCS 4946

4th August, 2023
Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

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

Item no. 5

Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company

Sri Prem Kumar Bhajanka was re-appointed as Managing Director of the Company for a period of five years from 1st August, 2018 to 31st July, 2023. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 7th February, 2023, approved his re-appointment as Managing Director of the Company for a further period of five years from 1st August, 2023 to 31st July, 2028 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY:

Rs.2,00,00,000/- 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 Rs.2,40,00,000/- per annum.

II. PERQUISITES:

In addition to salary, Sri Prem Kumar 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 Rs.1,00,000/- per month.

Sri Prem Kumar 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 2% of the net profits of the Company 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 of the Company, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Sri Prem Kumar 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 Prem Kumar Bhajanka, aged 65 years, is a commerce graduate having more than 43 years of rich and varied experience in the industry. Sri Prem Kumar Bhajanka has been instrumental in setting up of the Company's manufacturing facilities in Karnal, Kandla, Hoshiarpur and Gabon and continues to play an indispensable role in their operations. 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 appoint or re-appoint or continue the employment of any 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 Prem Kumar Bhajanka would be attaining the age of 70 years on 2nd May, 2028 and therefore, in compliance with the aforesaid provisions of the Act and based on the justification indicated hereinabove, it is recommended that his present re-appointment itself as Managing Director, liable to retire by rotation and for payment of remuneration to him, be approved by the members by way of a Special Resolution.

Further, in terms of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors.

Save and except as provided in the foregoing paragraph, Sri Prem Kumar 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 Prem Kumar Bhajanka would be immensely beneficial to the Company and hence recommends the Special Resolution at item no. 5 of this Notice for your approval. Copy of agreement entered into by the Company and Sri Prem Kumar Bhajanka, setting out the terms and conditions of his re-appointment as 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 Prem Kumar 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 the aforementioned resolution set out at Item No. 5 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 set out in Item no. 5 for your approval.

Item no. 6

Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company

Sri Vishnu Khemani was re-appointed as Managing Director of the Company for a period of five years from 1st August, 2018 to 31st July, 2023. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 7th February, 2023, approved his re-appointment as Managing Director of the Company for a further period of five years from 1st August, 2023 to 31st July, 2028 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I. SALARY:

Rs.2,00,00,000/- 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 Rs.2,40,00,000/- per annum.

II. PERQUISITES:

In addition to salary, Sri Vishnu Khemani 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 Rs.1,00,000/- per month.

Sri Vishnu Khemani 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 of the Company 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 of the Company, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Sri Vishnu Khemani 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 Vishnu Khemani, aged 71 years, is a science graduate having more than 45 years of rich and varied experience in the industry. Sri Vishnu Khemani continues to play an indispensable role in their operations of the Company's manufacturing facilities in Tamil Nadu and marketing of Company's product under the brand name 'sharon'. 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 appoint or re-appoint or continue the employment of any 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. The Members at the AGM held on 14th September, 2018 had, inter-alia, approved by way of Special Resolution re-appointment of Sri Vishnu Khemani and continuation of his tenure as Managing Director despite attaining the age of 70 years on 16th March, 2022. Since Sri Vishnu Khemani has already attained the age of 70 years and therefore, in compliance with the aforesaid provisions of the Act and based on the justification indicated hereinabove, it is recommended that at this AGM his present re-appointment itself as Managing Director, liable to retire by rotation and for payment of remuneration to him, be approved by the members by way of a Special Resolution.

Further, in terms of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors.

Save and except as provided in the foregoing paragraph, Sri Vishnu Khemani 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 Vishnu Khemani would be immensely beneficial to the Company and hence recommends the Special Resolution at item no. 6 of this Notice for your approval. Copy of agreement entered into by the Company and Sri Vishnu Khemani, setting out the terms and conditions of his re-appointment as 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 Vishnu Khemani 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 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 set out in Item no. 6 for your approval.

Item no. 7

Re-appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company

The Members of the Company at their Annual General Meeting held on 9th September, 2020, had approved the appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company to hold office for a term from 1st April, 2020 to 30th September, 2023. He holds office as Independent Director of the Company up to 30th September, 2023 ("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 Amit Kiran Deb, 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 re-appointment, has recommended re-appointment of Sri Amit Kiran Deb for a second term of five years from 1st October, 2023 to 30th September, 2028 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 Amit Kiran Deb would be beneficial to the Company and it is desirable to continue availing his services as Independent Director. The Board therefore, proposed to re-appoint Sri Amit Kiran Deb as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from 1st October, 2023 to 30th September, 2028. Sri Amit Kiran Deb, who would be attaining the age of 75 years on 26th December, 2023, has been actively participating in all Board and Committee proceedings.

Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Sri Amit Kiran Deb is summarized herein and the same serves as adequate justification for recommending his re-appointment. 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 Amit Kiran Deb 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 judgment 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 Amit Kiran Deb would be attaining the age of seventy five years on 26th December, 2023 and therefore, in compliance with the said regulation and based on justification discussed hereinabove, consent of the Members for his re-appointment 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 Amit Kiran Deb 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 Amit Kiran Deb (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 (1) and (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 Amit Kiran Deb 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 Amit Kiran Deb setting out the terms and conditions of re-appointment 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 Amit Kiran Deb 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. 7 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. 7 for your approval.

Item no. 8

Revision in remuneration of Sri Ajay Baldawa (DIN: 00472128), Executive Director (Technical)

The Members of the Company, pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, had approved the re-appointment and the payment of Managerial Remuneration to Sri Ajay Baldawa, Executive Director (Technical) of the Company. His tenure and the terms of remuneration, as approved by the Shareholders at their meeting on 8th September, 2021, are summarized below:

Name of the Director	Tenure	Present approved maximum remuneration limit (Rs.)
Sri Ajay Baldawa, Executive Director (Technical)	1 st July, 2021 to 30 th June, 2026	Salary- Maximum Rs. 6,00,00,000 /- per annum. Perquisites- Maximum Rs. 1,00,000/- per month.

Sri Ajay Baldawa, Executive Director (Technical) of the Company has been providing dedicated and meritorious services and significant contribution to the overall

growth of the Company. Keeping in view the increasing responsibilities and time and effort involved and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 15th May, 2023, subject to approval of shareholders at this AGM, approved revision in remuneration of Sri Baldawa. The remuneration structure of Sri Ajay Baldawa is being revised by modifying the limits of maximum gross remuneration payable from existing Rs. 6,00,00,000/- per annum to Rs. 3,00,00,000/- per annum and inclusion of variable pay in the form of commission on net profits, besides the current fixed structure.

The revised remuneration as detailed below are effective from 1st April, 2023 until his residual tenure of office. The commission would be ascertained by the Nomination and Remuneration Committee and approved by the Board each year after taking into account the performance and reasonable ascertainment of profitability of the units/divisions being looked after by him, besides the Company's overall performance and profitability and would not exceed the limits stated herein below-

Name of the Director	Revised maximum remuneration limit (Rs.)
Sri Ajay Baldawa, Executive Director (Technical)	Salary- Maximum Rs. 3,00,00,000/- per annum. Perquisites- Maximum Rs. 1,00,000/- per month. Commission-1% of Net Profit calculated u/s 198 of the Companies Act, 2013

The Commission shall be in addition to salary, perquisites and allowances presently payable to Sri Ajay Baldawa in terms of approvals already granted by the shareholders. All other terms and conditions of appointment of Sri Baldawa duly approved by the shareholders shall remain unchanged.

Your Directors believe that inclusion of variable component in the remuneration of Sri Ajay Baldawa would enhance his performance and thereby the overall performance of the Company and hence recommends the Ordinary Resolution as set out in item no. 8 of this Notice for your approval.

Except Sri Ajay Baldawa and his 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. 8 of the Notice except to the extent of their respective shareholdings in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Copy of Supplementary agreement entered into between the Company and Sri Ajay Baldawa, setting out the revised remuneration shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Item no. 9

Revision in remuneration of Sri Rajesh Kumar Agarwal (DIN: 00223718), Executive Director

The Members of the Company, pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, had approved the appointment and the payment of Managerial Remuneration to Sri Rajesh Kumar Agarwal, Executive Director of the Company. His tenure and the terms of remuneration, as approved by the Shareholders at their meeting on 8th September, 2021, are summarized below:

Name of the Director	Tenure	Present approved maximum remuneration limit (Rs.)
Sri Rajesh Kumar Agarwal, Executive Director	9 th February, 2021 to 8 th February, 2024	Salary- Maximum Rs. 1,00,00,000/- per annum. Perquisites- Maximum Rs. 1,00,000/- per month.

Sri Rajesh Kumar Agarwal, Executive Director of the Company has been providing dedicated and meritorious services and significant contribution to the overall growth of the Company. Keeping in view the increasing responsibilities and time and effort involved and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 15th May, 2023, subject to approval of shareholders at this AGM, approved revision in remuneration of Sri Agarwal. The remuneration structure of Sri Rajesh Kumar Agarwal is being revised by modifying the limits of maximum gross remuneration payable from existing Rs. 1,00,00,000/- per annum by inclusion of variable pay in the form of commission on net profits, besides the current fixed structure.

The revised remuneration as detailed below are effective from 1st April, 2023 until his residual tenure of office. The commission would be ascertained by the Nomination and Remuneration Committee and approved by the Board each year after taking into account the performance and reasonable ascertainment of profitability of the units/divisions being looked after by him, besides the Company's overall performance and profitability and would not exceed

the limits stated herein below-

Name of the Director	Revised maximum remuneration limit (Rs.)
Sri Rajesh Kumar Agarwal, Executive Director	Salary- Maximum Rs. 1,00,00,000 /- per annum. Perquisites- Maximum Rs. 1,00,000/- per month. Commission- 0.25% of Net Profit calculated u/s 198 of the Companies Act, 2013

The Commission shall be in addition to salary, perquisites and allowances presently payable to Sri Rajesh Kumar Agarwal in terms of approvals already granted by the shareholders. All other terms and conditions of appointment of Sri Agarwal duly approved by the shareholders shall remain unchanged.

Further, in terms of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors.

Your Directors believe that inclusion of variable component in the remuneration of Sri Rajesh Kumar Agarwal would enhance his performance and thereby the overall performance of the Company and hence recommends the Special Resolution as set out in item no. 9 of this Notice for your approval.

Except Sri Rajesh Kumar Agarwal and his 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. 9 of the Notice except to the extent of their respective shareholdings in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Copy of Supplementary agreement entered into between the Company and Sri Rajesh Kumar Agarwal, setting out the revised remuneration shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

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

4th August, 2023
Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

Sd/-
Sundeep Jhunjunwala
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 Prem Kumar Bhajanka (3&5)	Sri Rajesh Kumar Agarwal (4)	Sri Vishnu Khemani (6)	Sri Amit Kiran Deb (7)
Director's Identification Number (DIN)	00591512	00223718	01006268	02107792
Age (Years)	65	53	71	74
Nationality	Indian	Indian	Indian	Indian
Qualifications	Commerce Graduate	Graduate (Commerce); Diploma Holder in Computer Science	Science Graduate	B.A. (Hons.) in Political Science; M.A. in Political Science; and Indian Administrative Service (IAS)
Experience (Years)	43	32	45	50
Expertise in specific functional area	Production, Management & Administration	Administration, Logistics, Information Technology & Procurement	Management & Administration	Management & Administration
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not Applicable	Not Applicable	Not Applicable	Sri Amit Kiran Deb has sufficient breadth of skills in areas of Leadership & Management, Financial & Accounting, Technical, Operations & Information Technology, Behaviour & Equanimity, Global Business, 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	16.04.2008	09.02.2021	16.04.2008	01.04.2020
Shareholding in the Company (equity shares of F.V. Re. 1 each.) including shareholding as a beneficial owner (as on 31 st March, 2023)	46,72,561	40,53,882	1,87,86,900	Nil
Terms and conditions of appointment/ reappointment and details of remuneration				

Name	Sri Prem Kumar Bhajanka (3&5)	Sri Rajesh Kumar Agarwal (4)	Sri Vishnu Khemani (6)	Sri Amit Kiran Deb (7)
Terms and conditions	Tenure as Managing Director upto 31.07.2028*; Liable to retire by Rotation	Tenure as Executive Director upto 08.02.2024; Liable to retire by rotation	Tenure as Managing Director upto 31.07.2028*, Liable to retire by Rotation	Tenure as Independent director upto 30 th September, 2028*, Not liable to retire by rotation
Present ceiling of Remuneration(Rs.) p.a.#	Fixed- Rs. 2,40,00,000/-; Perquisites- Rs. 12,00,000/- ; Commission-not exceeding 2% of the net profits in a particular financial year*	Fixed- Rs. 1,00,00,000/-; Perquisites- Rs. 12,00,000/- ; Commission-not exceeding 0.25% of the net profits in a particular financial year*	Fixed- Rs. 2,40,00,000/-; Perquisites- Rs. 12,00,000/- ; Commission-not exceeding 2% of the net profits in a particular financial year*	Maximum aggregate commission of one percent of the net profits of the Company for each financial year for all Non-executive Directors of the Company, with additional limits as prescribed under Regulation 17(6) of the Listing Regulations.
Details of Remuneration sought to be paid (Rs.) p.a.	Fixed-Rs. 2,00,00,000/- Commission-not exceeding 2% of the net profits in a particular financial year ^	Fixed- Rs. 1,00,00,000/-; Commission-not exceeding 0.25% of the net profits in a particular financial year ^	Fixed-Rs. 2,00,00,000/- Commission-not exceeding 2% of the net profits in a particular financial year^	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 31.03.2023 (Rs.) p.a.	Fixed-Rs. 2,00,00,000/- Commission- Rs. 2,86,23,000/-	Fixed- Rs. 90,00,000/-	Fixed-Rs. 2,00,00,000/- Commission- Rs. 2,12,78,000/-	Sitting fees for attending Board and Committee meetings: Rs. 2,50,000/- Commission- Rs. 4,00,000/-
Number of Board Meetings attended during the FY 2022-23 (out of 4 held)	4	4	3	4
List of directorships held in other Companies (excluding Foreign Companies)	1. Auro Sundram Ply and Door Pvt. Ltd. 2. Century Adhesives & Chemicals Ltd. 3. Century Float Glass Ltd. 4. Meghalaya Power Ltd. 5. Namchic Tea Estate Pvt. Ltd. 6. Profound Cement Works Ltd. 7. Star Cement Ltd. 8. Star Cement Meghalaya Ltd.	1. Amul Boards Pvt. Ltd. 2. Brijdham Merchants Pvt Ltd 3. Century Adhesives & Chemicals Ltd. 4. Century Infotech Ltd. 5. Century LED Ltd. 6. Century Panels Ltd. 7. Fine Infracore Pvt. Ltd. 8. Goodlook Infracore Pvt. Ltd. 9. Happy Sports Pvt. Ltd. 10. Hindusthan Club Ltd 11. Megha Technical and Engineers Pvt. Ltd. 12. NE Hills Hydro Ltd. 13. Pacific Plywoods Pvt Ltd 14. Preferred Cement Pvt. Ltd. 15. Sarcar Enclave Pvt. Ltd. 16. Shyam Century Ferrous Ltd. 17. Shyam Century Metallic Ltd. 18. Shyam Greenfield Developer Pvt. Ltd.	1. Century MDF Ltd. 2. Sharon International Services Pvt. Ltd.	1. B & A Ltd. 2. Bengal Ambuja Housing Development Ltd. 3. Emami Paper Mills Ltd. 4. India Power Corporation Ltd. 5. Meghalaya Power Ltd. 6. Skipper Ltd. 7. Star Cement Ltd.

Name	Sri Prem Kumar Bhajanka (3&5)	Sri Rajesh Kumar Agarwal (4)	Sri Vishnu Khemani (6)	Sri Amit Kiran Deb (7)
Membership/ Chairmanships of Committees of Boards of other Companies*	None	Stakeholders Relationship Committee: Chairperson- 1. Shyam Century Ferrous Ltd.	None	Audit Committee: Chairperson- 1. India Power Corporation Ltd. 2. Skipper Ltd. 3. Star Cement Ltd. Member- 1. Emami Paper Mills Ltd. 2. Bengal Ambuja Housing Development Ltd. 3. Meghalaya Power Ltd. Stakeholders Relationship Committee: Chairperson- 1. India Power Corporation Ltd. 2. Skipper Ltd.
Listed entities from which the Director has resigned in the past three years	None	None	None	Emami Ltd.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	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.