



## 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](http://www.centuryply.com); Email: [investors@centuryply.com](mailto:investors@centuryply.com)

### Notice of Postal Ballot

Pursuant to Section 108, 110 of the Companies Act, 2013  
read with the Companies (Management and Administration) Rules, 2014 and  
applicable Circulars issued by the Ministry of Corporate Affairs

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, 12 <sup>th</sup> February, 2024 at 9:00 a.m. (IST)	Tuesday, 12 <sup>th</sup> March, 2024 at 5:00 p.m. (IST)

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), applicable guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide its General Circular Nos. (i) 14/2020 dated 8<sup>th</sup> April, 2020, (ii) 17/2020 dated 13<sup>th</sup> April, 2020, (iii) 22/2020 dated 15<sup>th</sup> June, 2020, (iv) 33/2020 dated 28<sup>th</sup> September, 2020, (v) 39/2020 dated 31<sup>st</sup> December, 2020, (vi) 10/2021 dated 23<sup>rd</sup> June, 2021, (vii) 20/2021 dated 8<sup>th</sup> December, 2021, (viii) 03/2022 dated 5<sup>th</sup> May, 2022, (ix) 11/2022 dated 28<sup>th</sup> December, 2022, and (x) 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as “**MCA Circulars**”), Regulation 44 and other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), to the extent applicable, each as amended, and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof, if any, for the time being in force), the items of special businesses as set out hereunder are proposed to be transacted by the members of Century Plyboards (India) Limited (the “**Members**”) by passing Ordinary / Special Resolution, as applicable, through Postal Ballot by way of voting through electronic means (“**remote e-voting**”).

The proposed resolution(s) and explanatory statement, pursuant to Section 102(1), 110 and other applicable provisions of the Act, setting out the material facts concerning the resolutions and the reasons thereof, is annexed hereto for your consideration and forms part of this Postal Ballot Notice.

In accordance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Depositories/ Company/ M/s. Maheshwari Datamatics Pvt. Ltd. (Company’s Registrar and Share Transfer Agent). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. The Notice is also available on the website of the Company at [www.centuryply.com](http://www.centuryply.com).

In compliance with Regulation 44 of the Listing Regulations and Section 108, 110 and other applicable provisions of the Act, read with Rules made thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically and not through physical postal ballot forms. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as its agency for providing remote e-voting facility to the Members of the Company. The instructions for remote e-voting are appended to this Notice.

The Remote E-voting commences on Monday, 12<sup>th</sup> February, 2024 at 9:00 a.m. (IST) and ends on Tuesday, 12<sup>th</sup> March, 2024 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Members are requested to carefully read the instructions given in the Notes forming part of this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Tuesday, 12<sup>th</sup> March, 2024, failing which it will be considered that no reply has been received from the Member.

The Board of Directors of the Company, in compliance with Rule 22(5) of the Management Rules has appointed Shri Manoj Kumar Banthia (ACS 11470/ CP- 7596) and failing him, Shri Raj Kumar Banthia (ACS- 17190/CP- 18428) both of M/s MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of votes cast. Based on the Scrutinizer’s Report, the Results of the Postal Ballot will be announced at or before 5:00 p.m. on Thursday, 14<sup>th</sup> March, 2024 and will be displayed at the Registered Office of the Company at P-15/1, Taratala Road, Kolkata-700 088 and communicated to National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL) for displaying the same on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Results of the Postal Ballot along with the Scrutinizer’s Report shall also be placed on the Company’s website at [www.centuryply.com](http://www.centuryply.com).

The last date specified by the Company for e-voting, i.e., Tuesday, 12<sup>th</sup> March, 2024 shall be the date on which the proposed resolutions shall be deemed to have been passed, if approved by requisite majority.

## **SPECIAL BUSINESS**

### **Item no. 1- Re-appointment of Shri Naresh Pachisia (DIN: 00233768) 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, consent of the members of the Company be and is hereby accorded for re-appointment of Shri Naresh Pachisia (DIN: 00233768), who holds the office of Independent Director up to 31<sup>st</sup> March, 2024 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, 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 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.”

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

**Item no. 2-Re-appointment of Shri Rajesh Kumar Agarwal (DIN: 00223718) as an 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 Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation 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 Shri Rajesh Kumar Agarwal (DIN: 00223718 ), as an Executive Director of the Company for a period of five years with effect from 9<sup>th</sup> February, 2024 to 8<sup>th</sup> February, 2029 (both days inclusive) on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into between the Company and Shri Rajesh Kumar Agarwal, which agreement also be and is hereby approved.”

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

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

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

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

Sd/-

**Sundeep Jhunjhunwala  
Company Secretary  
Membership No.: FCS 4946**

2<sup>nd</sup> February, 2024  
Registered Office:  
P-15/1, Taratala Road  
Kolkata- 700 088

## NOTES

1. An Explanatory Statement pursuant to the provisions of Section 102, 110 and other applicable provisions, if any, of the Act and Rules made thereunder, setting out the material facts and reasons thereof concerning the aforesaid resolutions and relevant details of the Directors seeking appointment/reappointment as required under Regulation 36 of the Listing Regulations and SS-2 are annexed hereto and forms part of this Notice.
2. The words “Members” and “Shareholders” are used interchangeably.
3. MCA vide its Circulars referred above, advised companies to send Postal Ballot notice to all its shareholders who have registered their email addresses with the company or depository participant / depository. It has also advised that the company would also be duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice. Further, it advised that communication of the assent or dissent of the members would only take place through remote e-voting system.
4. In view of the above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members or List of Beneficial Owners as on the close of working hours on Friday, 2<sup>nd</sup> February, 2024 (“Cut-Off Date”), as received from the National Securities Depository Limited (‘NSDL’) and the Central Depository Services (India) Limited (‘CDSL’) (collectively referred to as ‘Depositories’) and whose e-mail address is registered with the Company / Depositories/ Depository Participant/ RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
5. This Postal Ballot Notice will also be available on the Company’s website at [www.centuryply.com](http://www.centuryply.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Members whose names will appear in the Register of Members or List of Beneficial Owners as on Friday, 2<sup>nd</sup> February, 2024, being the cut-off date, will be entitled to vote on the Resolutions set forth in this Notice and voting rights shall be reckoned on the paid-up value of shares registered in their name on that date. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
7. The Resolutions, if passed by the requisite majority through postal ballot, shall be deemed to have been passed at a general meeting of the Members.
8. All the documents referred to in this Notice and the Explanatory Statement, will be available for inspection under Investor Section of the Company’s website [www.centuryply.com](http://www.centuryply.com) from the date of circulation of this Notice up to the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours. Members seeking to inspect such documents can send an email to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) mentioning their names, folio numbers, DP ID and Client ID.
9. Registration of email IDs:
  - a. In case of members who have not registered their e-mail addresses with the Company/ its RTA M/s. Maheshwari Datamatics Pvt. Ltd. (MDPL)/ Depository Participant(s) then such Member is requested to register/ update their e-mail address with their Depository Participant (in case of shares held in demat form) and inform MDPL at the e-mail ID [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). In case of shares held in physical form, Members are required to send the request letter together with form(s) ISR-1 to enable updation of the same and sending communication(s) to you over e-mail.
  - b. Members, whose email address is not registered/updated with the Company/RTA or with their respective DPs and who wish to temporarily receive the credentials for remote e-voting along with this Postal Ballot Notice can send in their requests to the e-voting agency, i.e., National Securities Depository Limited at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Bank's RTA, to enable servicing of notices, documents, annual reports and other communications electronically to their e-mail address in future.
10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its Master Circular dated 17<sup>th</sup> May, 2023 read with Circular dated 17<sup>th</sup> November, 2023. As per the Circular, security holders shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at mdpldc@yahoo.com. The forms for updating the same are available at <https://www.centuryply.com/investors-new/forms-and-downloads>. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).
11. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Century Plyboards (India) Limited, 'Century House', P-15/1, Taratala Road, Kolkata-700 088 or at email: [investors@centuryply.com](mailto:investors@centuryply.com). For queries/ clarification/ grievance regarding e-voting, Members may contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at 022 - 4886 7000 and 022 - 2499 7000.

## 12. INSTRUCTIONS 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 on NSDL e-Voting system





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

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access 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.	<b>I. NSDL IDeAS facility</b>  <b>a) If you are already registered, follow the below steps:</b> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>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.</li> <li>4. Click on "Access to e-voting" appearing on the left hand side under evoting services and you will be able to see e-voting page.</li> <li>5. Click on options available against company name or <b>evoting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<p><b>b) <u>If you are not registered, follow the below steps:</u></b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “<b>Register Online for IDeAS</b>” appearing on the left hand side of the home page of e-services or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. After successful registration, please follow steps given in points 1-5.</li> </ol> <p><b>II. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol> <p><b>III. Mobile Application</b></p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” by scanning the QR code given below for seamless voting experience:</p> <div data-bbox="778 1205 1289 1518" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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. To login into Easi /Easiest, users are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) tab and then use your existing My Easi username &amp; password.</li> <li>2. After successful login in to Easi/Easiest, user will be 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. 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.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available on CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> wherein users can click on login &amp; My Easi New (Token) tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from the e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

5. Your User ID details are given below:

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

6. Your password details are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

7. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.co.in](mailto: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 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](http://www.evoting.nsdl.com).
- ii. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-voting system:**

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period.
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.

### **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](mailto:scrutinizermkb@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Corporate and institutional shareholders 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

#### **Item no. 1**

#### **Re-appointment of Shri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company**

The Members of the Company at their Annual General Meeting held on 8<sup>th</sup> September, 2021, had approved the appointment of Shri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company to hold office for a term from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2024. Accordingly, he holds office as an Independent Director of the Company till 31<sup>st</sup> March, 2024 (“first term”).

Section 149(10) of the Act provides that an Independent Directors 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. Shri Naresh Pachisia, being eligible, offers himself to be reappointed for a second term.

The Nomination and Remuneration Committee, on the basis of the report on performance evaluation of Independent Director and his consent for re-appointment, has recommended re-appointment of Shri Naresh Pachisia for a second term of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 (both days inclusive) as an 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 Shri Naresh Pachisia 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 Shri Naresh Pachisia as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 (both days inclusive).

Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Shri Naresh Pachisia 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. Shri Naresh Pachisia 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 meetings of the Board and Committees in 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 forefront. 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 independence.

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. 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.

As an Independent Director Shri Naresh Pachisia shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission as recommended by the Nomination and Remuneration Committee from time to time within the limits stipulated under Section 197 of the Act or as approved by the Shareholders. The terms and conditions of appointment of an Independent Director of the Company is available on the website of the Company and can be accessed on the weblink: <https://www.centuryply.com/investor-information/others/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf> and the criteria for making payments to Non-executive Directors is also available on the website of the Company and can be accessed at <https://www.centuryply.com/codes-policies/Criteria-for-making-payment-to-the-Non-Executive-Directors.pdf>.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Naresh Pachisia 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 Shri Naresh Pachisia (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 made 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 (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Shri Naresh Pachisia has also confirmed that 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 Shri Naresh Pachisia 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 Shri Naresh Pachisia setting out the terms and conditions of re-appointment shall be available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Except Shri Naresh Pachisia and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 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. 1 for your approval.

#### **Item no. 2**

#### **Re-appointment of Shri Rajesh Kumar Agarwal (DIN: 00223718) as an Executive Director of the Company**

Shri Rajesh Kumar Agarwal was appointed as an Executive Director of the Company for a period of three years from 9<sup>th</sup> February, 2021 to 8<sup>th</sup> February, 2024 (both days inclusive). Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8<sup>th</sup> November, 2023 approved his re-appointment as an Executive Director of the Company for a further period of five years from 9<sup>th</sup> February, 2024 to 8<sup>th</sup> February, 2029, liable to retire by rotation, subject to approval of the shareholders of the Company, on the following terms, conditions and remuneration:

#### **I SALARY :**

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

#### **II PERQUISITES :**

In addition to salary, Shri Rajesh Kumar Agarwal shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

Shri Rajesh Kumar Agarwal shall also be entitled to the following perquisites, if recommended by the Nomination and Remuneration Committee and approved by the Board and the same shall be exclusive of 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 0.25% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

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

Sri Rajesh Kumar Agarwal is a commerce graduate and a diploma holder in computer science. He has also done a course on Strategic Sourcing & Supply Chain Management from IIM –Bangalore and is also Certified Global Negotiation Executive Training (CCNA) from The Institute of Supply Chain Management. He is a competent, results-oriented professional with 33 years of experience in Administration, Logistics and Information Technology & Procurement (Entire P to P/S to P Cycle) Material Management in corporate sector as well as plant with SAP Environment. Shri Agarwal is a keen strategist, adept at creating innovative strategies and formulating administrative policies for accelerated growth of the organization. He deftly manage activities like Materials Management, Project Procurement, Budgets and Contracts, Logistics, IT, Insurance and IPR.

He is a member of Friends of Tribal society, Shree Hari Satsang Samiti, Salt Lake Sanskriti Sansad, Hindustan Club Ltd, Cosmopolitan Club Ltd, The Saturday Club Limited, Rotary Club Central Kolkata and Indian Chamber of Business Industry. Other details 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.

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. The approval of the members by way of Special Resolution as per Item No. 2 of this Notice shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations.

Shri Rajesh Kumar Agarwal satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this 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 Shri Rajesh Kumar Agarwal would be of immense benefit to the Company and hence recommends to the Members the Special Resolution at item no. 2 of this Notice for your approval to re-appoint Shri Rajesh Kumar Agarwal as an Executive Director, liable to retire by rotation and for payment of remuneration to him.

Copy of agreement entered into by the Company and Shri Rajesh Kumar Agarwal, setting out the terms and conditions of his reappointment as an Executive Director shall be open for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

Except Shri Rajesh Kumar Agarwal and his relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 2 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. 2 for your approval.

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

Sd/-

**Sundeep Jhunjunwala  
Company Secretary  
Membership No.: FCS 4946**

2<sup>nd</sup> February, 2024  
Registered Office  
P-15/1, Taratala Road  
Kolkata- 700 088

## **ANNEXURE TO THE NOTICE**

### **Details of Director seeking Appointment**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')*

<b>Name</b>	<b>Shri Naresh Pachisia</b>	<b>Shri Rajesh Kumar Agarwal</b>
<b>Director's Identification Number (DIN)</b>	00233768	00223718
<b>Age (Years)</b>	61	53
<b>Nationality</b>	Indian	Indian
<b>Qualifications</b>	Graduate (Commerce); AMP from ISB, Hyderabad; Certified Financial Planner (CFP)	Graduate (Commerce); Diploma Holder in Computer Science
<b>Experience (Years)</b>	41	33
<b>Expertise in specific functional area</b>	Capital Markets & Corporate Strategy	Administration, Logistics, Information Technology & Procurement
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Shri Naresh Pachisia has sufficient breadth of skills in areas of 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.	Not Applicable
<b>Date of first appointment on the Board of the Company</b>	1 <sup>st</sup> April, 2021	9 <sup>th</sup> February, 2021
<b>Shareholding in the Company (equity shares of F.V. Re. 1 each.) including shareholding as a beneficial owner (as on the date of this Notice)</b>	Nil	40,53,882

Name	Shri Naresh Pachisia	Shri Rajesh Kumar Agarwal
<b>Terms and conditions of appointment/ reappointment and details of remuneration</b>		
<b>Terms and conditions</b>	Tenure as Independent director upto 31st March 2029, not liable to retire by rotation <sup>%</sup>	Tenure as Executive Director upto 8 <sup>th</sup> February, 2029; Liable to retire by rotation <sup>%</sup>
<b>Present ceiling of Remuneration(Rs.) p.a.</b>	Maximum aggregate commission of one percent of the net profits of the Company for each financial year for all Non-executive Directors of the Company, with additional limits as prescribed under Regulation 17(6) of the Listing Regulations.	Fixed- Rs. 1,00,00,000/-; Perquisites- Rs. 12,00,000/-; Commission-not exceeding 0.25% of the net profits in a particular financial year <sup>%</sup>
<b>Details of Remuneration sought to be paid</b>	As per Explanatory Statement to item no. 1	As per Explanatory Statement to item no. 2
<b>Last drawn remuneration (Rs.) (From 1<sup>st</sup> April, 2023 till 31<sup>st</sup> December, 2023)</b>	Sitting fees for attending Board and Committee meetings: Rs. 2,25,000/-	Fixed-Rs. 75 Lakhs
<b>Number of Board Meetings attended during the period 1<sup>st</sup> April, 2023 till 31<sup>st</sup> December, 2023</b>	3	3
<b>List of directorships held in other Companies (excluding Foreign Companies)</b>	<ol style="list-style-type: none"> <li>1. Linc Ltd.</li> <li>2. Gillanders Arbuthnot &amp; Co Ltd.</li> <li>3. SKP Securities Ltd.</li> <li>4. Orbit Regency Maintenance Company Pvt. Ltd.</li> <li>5. SKP Risk Advisors Pvt. Ltd.</li> <li>6. SKP Commodities Ltd.</li> <li>7. SKP Insurance Advisors Pvt. Ltd.</li> <li>8. Bharat Chamber of Commerce</li> </ol>	<ol style="list-style-type: none"> <li>1. Shyam Century Ferrous Ltd.</li> <li>2. Amul Boards Pvt. Ltd.</li> <li>3. Brijdham Merchants Pvt Ltd</li> <li>4. Century Adhesives &amp; Chemicals Ltd.</li> <li>5. Century LED Ltd.</li> <li>6. Century Panels Ltd.</li> <li>7. Fine Infraprojects Pvt. Ltd.</li> <li>8. Hindusthan Club Ltd.</li> <li>9. Megha Technical and Engineers Pvt. Ltd.</li> <li>10. NE Hills Hydro Ltd.</li> <li>11. Pacific Plywoods Pvt Ltd</li> <li>12. Preferred Cement Pvt. Ltd.</li> <li>13. Sarcar Enclave Pvt. Ltd.</li> <li>14. Shyam Century Metallic Ltd.</li> <li>15. Shyam Greenfield Developer Pvt.Ltd.</li> <li>16. Goodlook Infracon Pvt. Ltd.</li> </ol>

Name	Shri Naresh Pachisia	Shri Rajesh Kumar Agarwal
		17. Happy Sports Pvt. Ltd. 18. Landmark Veneers Pvt. Ltd.
<b>Membership/ Chairmanships of Committees of Boards of other Companies**</b>	<b>Audit Committee</b> Member- 1. Linc Ltd. 2. Gillanders Arbuthnot & Co Ltd 3. SKP Securities Ltd.  <b>Stakeholders Relationship Committee:</b>  Member- 1. SKP Securities Ltd.	<b>Stakeholders Relationship Committee:</b> Chairperson 1. Shyam Century Ferrous Ltd.
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None

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

% Subject to approval of Shareholders.

**By Order of the Board**  
**For Century Plyboards (India) Ltd.**  
Sd/-  
**Sundeep Jhunjunwala**  
**Company Secretary**  
**Membership No.: FCS 4946**

2<sup>nd</sup> February, 2024  
Registered Office  
P-15/1, Taratala Road  
Kolkata- 700 088