

# Century Plyboards (India) Limited

6, Lyons Range, Kolkata-700 001 • P: (033) 3940-3950 • F: (033) 2248-3539  
 kolkata@centuryply.com • www.centuryply.com  
 Cin No : L20101WB1982PLC034435



I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/No n-Executive/Independent/No	Date of Appointment in the current term	Date of Cessation	Tenure (In Months)	No. of Directorship in listed entities including this	No. of memberships in Audit/ Stakeholders'	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of
Mr.	Sajjan Bhajanka	ACAPB0486F; 00246043	Chairperson-Executive	01-04-2016		N.A.	0	4	0
Mr.	Sanjay Agarwal	ADDPA5363J; 00246132	Executive	01-07-2016		N.A.	0	1	0
Mr.	Hari Prasad Agarwal	ADBPA7649D; 00266005	Vice Chairman- Executive	01-06-2017		N.A.	0	3	0
Mr.	Prem Kumar Bhajanka	ACAPB4176A; 00591512	Executive	01-08-2013		N.A.	0	0	0
Mr.	Vishnu Khemani	AAEPK9875H; 01006268	Executive	01-08-2013		N.A.	0	0	0
Mr.	Keshav Bhajanka	ANHBP87251L; 03109701	Executive	28-01-2016		N.A.	0	0	0
Mr.	Ajay Baldawa	AHCPB3363N; 00472128	Executive	01-07-2016		N.A.	0	0	0
Mr.	Mangi Lal Jain	ACXPJ3713C; 00353075	Non Executive Independent	11-09-2014		43	4	8	4
Mr.	Santanu Ray	AFMPR5579N; 00642736	Non Executive Independent	11-09-2014		43	4	6	1
Mr.	Asit Pal	AIAPP5279N; 00742391	Non Executive Independent	11-09-2014		43	2	9	1
Mrs.	Mamta Binani	AEAPB1095A; 00462925	Non Executive Independent	11-09-2014		43	4	6	1
Mrs.	Nikita Bansal	AMNPA4774C; 03109710	Executive	01-02-2017		N.A.	0	0	0
Mr.	Vijay Chibber	AAGPC8191C; 00396838	Non Executive Independent	01-02-2017		14	2	1	0
Mr.	Debanjan Mandal	AANPM6755B; 00469622	Non Executive Independent	01-08-2017		8	2	3	0
Mr.	Sunil Mitra	AEMPM5982P; 00113473	Non Executive Independent	03-08-2017		8	4	6	0
Mr.	J P Dua	AABPD7120M; 02374358	Non Executive Independent	28.01.2016		26	3	2	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/ non-executive/ independent/ Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Sri Mangi Lal Jain	Chairman-Independent
	Sri Santanu Ray	Independent
	Smt. Mamta Binani	Independent
	Sri Hari Prasad Agarwal	Executive
2. Nomination & Remuneration Committee	Sri Mangi Lal Jain	Chairman- Independent
	Sri Santanu Ray	Independent
	Smt. Mamta Binani	Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Smt. Mamta Binani	Chairman- Independent
	Sri Hari Prasad Agarwal	Executive

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III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30.10.2017	05.02.2018	97

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
05.02.2018	Yes, All the 4 members were present	30.10.2017	97

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report for the quarter ended 31st December, 2017 was placed before the Board of Directors at its meeting held on 05.02.2018. No Comments/observations/advices were received from the Board of Directors.
Report for the quarter ended 31st March, 2018 will be placed at the upcoming Board Meeting.

Name & Designation  
 Company Secretary / Compliance Officer/  
 Managing Director/CEO

Sanjay Agarwal  
  
 Managing Director & CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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**Annexure III****I. Affirmations**

Sl No	Broad heading	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
	Any other information to be provided	NA		

For Century Plyboards (India) Ltd.

  
Director

**CORPORATE GOVERNANCE REPORT**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	N.A(No such agreements)
New name and the old name of the listed entity	NA

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & 19(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes

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Composition and role of risk management committee	21(1),(2),(3),(4)	NA(Applicable only for top 100 listed companies)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7),(8)	Yes
Prior or Omnibus approval of Audit Committee for all Related party Transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	NA (No material RPT)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA (No material Subsidiary)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation: Mr. Sanjay Agarwal

Company Secretary / Compliance Officer / Managing Director & CEO