

Century Plyboards (India) Limited

Century House,

P 15/1, Taratala Road, Kolkata - 700088

• P: (033) - 3940 3950 • F: (033) - 2248 3539

kolkata@centuryply.com • www.centuryply.com

Cin No : L20101WB1982PLC034435



Date: 19th February, 2025

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|---|---|
| BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 Scrip Code: 532548 | National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Name- Centuryply |
|---|---|

Dear Sir(s)/ Madam(s)

Subject: Submission of Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice being sent to the Members of the Company.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs as listed in the Notice, the 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, 14th February, 2025 (“Cut-off Date”) and whose e-mail address is registered with the Company/Depositories/Depository Participant/RTA. Members who have not updated their email addresses with the Company are requested to update the same as per the instructions given in the enclosed Notice.

The Remote e-voting shall commence on Monday, 24th February, 2025 at 9:00 a.m. (IST) and end on Tuesday, 25th March, 2025 at 5:00 p.m. (IST).

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary

Encl: As above



PRELAM BOARD | VENEERS | PARTICLEBOARD
EXTERIOR LAMINATES | DOOR |  | PVC BOARD | CFS





CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: P-15/1, Taratala Road, Kolkata - 700 088; Phone: (033) 3940 3950

Website: www.centuryply.com; Email: 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, 24 th February, 2025 at 9:00 a.m. (IST) | Tuesday, 25 th March, 2025 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 Rule(s) 20 and 22 of 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 8th April, 2020, (ii) 17/2020 dated 13th April, 2020, (iii) 22/2020 dated 15th June, 2020, (iv) 33/2020 dated 28th September, 2020, (v) 39/2020 dated 31st December, 2020, (vi) 10/2021 dated 23rd June, 2021, (vii) 20/2021 dated 8th December, 2021, (viii) 03/2022 dated 5th May, 2022, (ix) 11/2022 dated 28th December, 2022, and (x) 09/2023 dated 25th September, 2023 (xi) 09/2024 dated 19th September, 2024 (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.

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, 24th February, 2025 at 9:00 a.m. (IST) and ends on Tuesday, 25th March, 2025 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, 25th March, 2025, 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 Raj Kumar Banthia (ACS- 17190/CP-18428) and failing him, Shri Manoj Kumar Banthia (ACS 11470/ CP-7596), 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, 27th March, 2025 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. 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.

The last date specified by the Company for e-voting, i.e, Tuesday, 25th March, 2025 shall be the date on which the proposed resolution shall be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESS

Item no. 1- Appointment of Prof. (Dr.) Arup Roy Choudhury (DIN: 00659908) 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, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Prof. (Dr.) Arup Roy Choudhury (DIN: 00659908), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years from 1st February, 2025 to 31st January, 2030 (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.”

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

Sd/-

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

14th February, 2025

Registered Office:
P-15/1, Taratala Road
Kolkata- 700 088

NOTES

1. An Explanatory Statement pursuant to the provisions of Section 102, 110 read with Rule(s) 20 and 22 of the Companies (Management & Administration) Rules, 2014 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, 14th February, 2025 (“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, 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.
6. Members whose names will appear in the Register of Members or List of Beneficial Owners as on Friday, 14th February, 2025, 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 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 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. 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.
 - c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / Company’s RTA, to enable servicing of notices, documents, annual reports and other communications electronically to their e-mail address in future.

10. 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. For queries/ clarification/ grievance regarding e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or at 022 - 4886 7000.

11. 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 9th 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. | <p>I. NSDL IDeAS facility</p> <p>a) <u>If you are already registered, follow the below steps:</u></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 evoting services and you will be able to see e-voting page. 5. Click on options available against company name or evoting 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. <p>b) <u>If you are not registered, follow the below steps:</u></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. |

| Type of shareholders | Login Method |
|--|---|
| | <p>2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>III. Mobile Application</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” by scanning the QR code given below for seamless voting experience:</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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 www.cdslindia.com and click on login icon & My Easi New (Token) tab and then use your existing My Easi username & password.</p> <p>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.</p> <p>3. 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 & My Easi New (Token) tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be 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.</p> |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on 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. |

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 |
| 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 2109 911 |

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. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in process for those shareholders whose email ids are not registered.
8. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - i. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - iv. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
9. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
10. Now, you will have to click on "Login" button.
11. After you click on the "Login" button, Home page of e-voting will open.

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, with a copy marked to 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 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.

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

Item no. 1

Appointment of Prof. (Dr.) Arup Roy Choudhury (DIN: 00659908) as an Independent Director of the Company

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company through a resolution passed by Circulation on 25th January, 2025, approved the appointment of Prof. (Dr.) Arup Roy Choudhury (DIN: 00659908) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) years from 1st February, 2025 to 31st January, 2030, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161 of the Act, Prof. (Dr.) Arup Roy Choudhury will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the Board also decided to seek approval of the Shareholders for the aforesaid appointment through Postal Ballot under Section 110 of the Companies Act, 2013.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Prof. (Dr.) Arup Roy Choudhury for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Prof. (Dr.) Arup Roy Choudhury is a distinguished technocrat. He has extensive experience in leading major public sector enterprises and contributing to infrastructure development in India. He served as Chairman and Managing Director of National Building Construction Company (NBCC), a Navratna Central Public Sector Company (2001–2010) and National Thermal Power Company (NTPC), a Maharatna Central Public Sector Undertaking (2010–2015), playing a pivotal role in their transformation. Notably, he led the turnaround of NBCC from a sick company into a blue chip dividend paying enterprise. It is now a listed Navratna company and has received the Top Ten PSU and Turnaround Award from Hon. Prime Minister of India.

Prof. (Dr.) Choudhury's academic background includes a Bachelor's in Civil Engineering from BIT Mesra, a Postgraduate degree in Management and Systems, and a Ph.D. in Project Management from IIT Delhi. He has been instrumental in setting up the NTPC School of Business and his expertise spans corporate governance, change management, infrastructure, real estate, and project implementation. He has also developed and patented a 16-step change management model tailored to Indian conditions.

He served as the Chief Commissioner for West Bengal Right to Public Service and later as Principal Advisor for Infrastructure to the West Bengal government from 2015 to 2021.

Among his many accolades, he was honored with the "Best Individual Leader of a Public Sector Enterprise" award by the Prime Minister of India, the "Eminent Engineer Award" by the Institution of Engineers, Asian CEO of the Year and was featured on its cover by the Forbes magazine. He also remained in the ET's list of top 100 CEOs for several years. Prof. (Dr.) Choudhury has also authored several books.

Additional information in respect of Prof. (Dr.) Arup Roy Choudhury, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Company has received from Prof. (Dr.) Arup Roy Choudhury-

- (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;
- (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; and
- (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.

Prof. (Dr.) Arup Roy Choudhury 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.

Copy of letter of appointment of Prof. (Dr.) Arup Roy Choudhury as an Independent Director, setting out the terms and conditions of appointment, is 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.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Prof. (Dr.) Arup Roy Choudhury fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Prof. (Dr.) Choudhury will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Regulation 17(11) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2).

Prof. (Dr.) Arup Roy Choudhury 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>.

Except Prof. (Dr.) Arup Roy Choudhury 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.

As per Regulation 25(2A) of the Listing regulations, appointment of Independent Director requires approval of the members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the Item No. 1 of the Notice for your approval.

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

14th February, 2025
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')

| | |
|---|--|
| Name | Prof. (Dr.) Arup Roy Choudhury |
| Director's Identification Number (DIN) | 00659908 |
| Age (Years) | 68 |
| Nationality | Indian |
| Qualifications | i) Fellow- Institution of Engineers ii) Lead Assessor, IQA (U.K.) iii) M. Tech & Ph.D. IIT-Delhi iv) BSc. Engineering (Hons) Civil Engineering BIT Mesra |
| Experience (Years) | 46 |
| Expertise in specific functional area | Management and Administration; Corporate Governance; Project planning, development and implementation; Change Management, etc. |
| Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements | Prof. (Dr.) Arup Roy Choudhury 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 | 1 st February, 2025 |
| 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) | Nil |
| Terms and conditions of appointment/ reappointment and details of remuneration | |
| Terms and conditions | Tenure as Independent director up to 31st January 2030, not liable to retire by rotation% |

| | |
|---|---|
| Name | Prof. (Dr.) Arup Roy Choudhury |
| Present ceiling of Remuneration(Rs.) p.a. | 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 | As per Explanatory Statement to item no. 1 |
| Last drawn remuneration (Rs.) p.a. | Not Applicable |
| Number of Board Meetings attended during the year | Not Applicable |
| List of directorships held in other Companies (excluding Foreign Companies) | Nil |
| Membership/ Chairmanships of Committees of Boards of other Companies** | Nil |
| Listed entities from which the Director has resigned in the past three years | None |
| Relationship with other Directors, Manager and Key Managerial Personnel of the Company | 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 Jhunjhunwala
Company Secretary
Membership No.: FCS 4946

14th February, 2025
Registered Office
P-15/1, Taratala Road
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