



CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: P- 15/1, Taratala Road, Kolkata- 700 088 Phone: (033) 3940 3950
Fax: (033) 2401 5556; Website: www.centuryply.com; Email: investors@centuryply.com

Notice of Postal Ballot

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the “**Management Rules**”) and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws and regulations, if any, that the resolutions appended below are proposed to be passed by the members of Century Plyboards (India) Limited (the “**Members**”) through Postal Ballot / remote Electronic Voting (“**e-voting**”). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

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) of M/s MKB & Associates, Company Secretaries in Practice, Kolkata as the Scrutinizer (“**scrutinizer**”) for conducting the Postal Ballot and/ or E-voting process in a fair and transparent manner.

The Company is pleased to offer facility of E-voting as an alternate mode of voting to its Members to enable them to cast their votes electronically instead of returning duly filled Postal Ballot Form. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as its agency for providing E-voting facility to the Members of the Company. The period for voting through physical Ballot and e-voting starts on Monday, 25th February, 2019 at 9:00 a.m. IST and ends on Tuesday, 26th March, 2019 at 5:00 p.m. IST. The e-voting shall not be allowed beyond 5:00 p.m. on 26th March, 2019.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed Business Reply Envelope (if posted from any place in India) to reach the Scrutinizer not later than 5:00 p.m. IST on Tuesday, 26th March, 2019, the last date for receipt of the completed Postal Ballot Forms. Postage will be borne and paid by the Company. Postal Ballot Form(s) by any other mode, (e.g. by courier, etc.) if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of postal ballot (including e-voting). The result of the Postal Ballot will be announced by the Chairman or in his absence, by any other person authorized by him at or before 5:00 p.m. on Thursday, 28th March, 2019 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 (“**NSE**”) and BSE Limited (“**BSE**”) where the Equity Shares of the Company are listed. The result of the Postal Ballot along with the Scrutinizer’s Report shall be also displayed at the Registered Office of the Company, its website www.centuryply.com and on the website of NSDL viz. www.evoting.nsdl.com).

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the Special resolutions shall be deemed to have been passed, if approved by the requisite majority.

Special Business

Item no. 1 – Re-appointment of Shri Mangi Lal Jain (DIN: 00353075) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, 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 the 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, Shri Mangi Lal Jain (DIN: 00353075), who holds the office of Independent Director up to 31st March, 2019 and being eligible, has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st April, 2019 to 31st March, 2020, notwithstanding that he has attained the age of 75 years.”

Item no. 2 – Re-appointment of Shri Santanu Ray (DIN: 00642736) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, 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 the 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, Shri Santanu Ray (DIN: 00642736), who holds the office of Independent Director up to 31st March, 2019 and being eligible, has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st April, 2019 to 31st March, 2021.”

Item no. 3 – Re-appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, 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 the 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, Smt. Mamta Binani (DIN: 00462925), who holds the office of Independent Director up to 31st March, 2019 and being eligible, has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st April, 2019 to 31st March, 2022.”

Item no. 4 – Re-appointment of Shri J. P. Dua (DIN: 02374358) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Sections 149, 152, 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 the 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, Shri J. P. Dua (DIN: 02374358), who holds the office of Independent Director up to 31st March, 2019 and being eligible, has submitted a declaration that

he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term from 1st April, 2019 to 31st March, 2024.”

Item no. 5 – Appointment of Shri Probir Roy (DIN: 00033045) as an Independent Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee, provisions of Section 149, 152, 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 the 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, Shri Probir Roy (DIN: 00033045), in respect of whom the Company has received a notice in writing under Section 160 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 as such for a term from 1st April, 2019 to 30th September, 2022, notwithstanding that he would be attaining the age of 75 years on 19th April, 2019.”

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

Place: Kolkata
Date: 8th February, 2019

Notes:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out material facts in respect of the proposed resolutions is annexed hereinafter.
2. The Postal Ballot Notice is being sent to all the Members whose names appear in the register of members/list of beneficial owners as on the close of working hours on Friday, 15th February, 2019 (“Cut-off Date”), as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) and to those members holding physical shares, as per details available with the Company/ the Registrar and Share Transfer Agent. Any person who is not a Member of the Company as on date specified above shall treat the Notice for information purpose only.
3. Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose, e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with a postage prepaid self-addressed Business Reply Envelope is being sent by permitted mode.
4. Members whose names will appear in the Register of Members / list of Beneficial Owners as on Friday, 15th February, 2019, 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.
5. Members can opt for only one mode of voting, i.e., either by physical Ballot or E-voting. In case members cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. E-voting is optional for Members.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@centuryply.com or mdpldc@yahoo.com. The Registrar and Share Transfer Agent/ Company shall forward the same along with self- addressed postage-prepaid Business Reply Envelope to the Member.
7. A Member cannot exercise his vote by proxy on Postal Ballot/ E-voting.
8. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermbk@gmail.com with a copy marked to evoting@nsdl.co.in.

9. Resolutions passed by the members through postal ballot shall be deemed to have been passed as if they have been passed at a general meeting of the Members.
10. In case of any grievance / clarification about the postal ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company at investors@centuryply.com.
11. The Notice and Postal Ballot Form are also placed on the website of the Company, www.centuryply.com and website of NSDL www.evoting.nsdl.com.
12. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of postal ballot in a fair and transparent manner. The results of the postal ballot will be announced at or before 5:00 p.m. at Thursday, 28th March, 2019 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. The results of the postal ballot along with the Scrutinizer's Report will also be displayed on the Company's website: www.centuryply.com and that of NSDL, www.evoting.nsdl.com.
13. The last date for the receipt of duly completed Postal Ballot Forms / E-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. Instructions for voting are given at the end of this Notice.
15. All the documents referred to in the Explanatory Statement shall be available for inspection at the Registered Office of the Company at P- 15/1, Taratala Road, Kolkata- 700 088 during normal business hours on any working day, excluding Saturday, from the date of dispatch of this Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. Tuesday, 26th March, 2019.

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

Item nos. 1 to 4

Section 149 of the Companies Act, 2013 ("Act") and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report.

Shri Mangi Lal Jain (DIN: 00353075), Shri Santanu Ray (DIN: 00642736), Smt. Mamta Binani (DIN: 00462925) and Shri J. P. Dua (DIN: 02374358) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of the erstwhile Listing Agreement with the Stock Exchanges/ Listing Regulations.. They hold office as Independent Directors of the Company up to 31st March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of these Independent Directors and their respective consents, has recommended reappointment of Shri Mangi Lal Jain for a second term from 1st April, 2019 to 31st March, 2020, that of Shri Santanu Ray from 1st April, 2019 to 31st March, 2021, that of Smt. Mamta Binani from 1st April, 2019 to 31st March, 2022 and that of Shri J. P. Dua from 1st April, 2019 to 31st March, 2024 as Independent Directors on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as recommended by the Nomination and Remuneration Committee, also considers that, given their background, experience and substantial contributions made by them during their tenure, the continued association of Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua would be beneficial to the Company and it is desirable to continue availing their services as Independent Directors. Shri Mangi Lal Jain, who has already attained the age of seventy five years, has also been actively participating in all Board and Committee proceedings. Accordingly, it is proposed to re-appoint Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua as Independent Directors of the Company, not liable to retire by rotation.

Pursuant to Secretarial Standards on General Meetings, the performance evaluation of Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua are summarized herein and the same serves as adequate justification for recommending their reappointments. The performance evaluation of Independent Directors were 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. Each of the aforesaid Directors extensively help in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. They participate constructively and actively in the meetings of the Board / Committees of the Board in which he/ she are a member. They apply their independent judgement and effectively deploy their expertise and knowledge in Board/ Committee proceedings, while keeping the interest of all the Stakeholders at the fore-front. They have upheld ethical standards of integrity and rectitude, maintained confidentiality and have also abstained from performing any action that would lead to loss of their independence.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect. Shri Mangi Lal Jain has already attained the age of seventy five years and therefore, in compliance with the said regulation and based on justification indicated hereinabove, consent of the Members for his reappointment is being sought by way of a Special Resolution.

The Company has received notices in writing from a member under Section 160 of the Act, proposing the candidature of Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua for the office of Independent Directors of the Company.

The Company has also received from Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua (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 they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

The Board of Directors is of the opinion that Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that they are independent of the Company's management. They also possess appropriate skills, experience and knowledge required for discharge of their duties as Independent Directors.

Brief resume, the nature of their expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding, and other details, as required under the Listing Regulations and Secretarial Standard on General Meetings, are separately annexed hereto.

Copy of draft letters of appointment of Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua, setting out the terms and conditions of appointment, are available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, from the date of dispatch of this Notice until the last date for receipt of votes by Postal Ballot / E-voting, i.e. Tuesday, 26th March, 2019.

Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua are interested in the resolutions set out respectively at Item nos. 1 to 4 of the Notice with regard to their respective re-appointments. Relatives of Shri Mangi Lal Jain, Shri Santanu Ray, Smt. Mamta Binani and Shri J. P. Dua may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special Resolutions set out in Item nos. 1 to 4 for your approval.

Item no. 5

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 5th February, 2019 approved the appointment of Shri Probir Roy as an Independent Director on the Board of the Company with effect from 1st April, 2019 for a term up to 30th September, 2022, subject to regularization/ approval of the shareholders of the Company.

The Board prior to the appointment of Shri Probir Roy, deliberated in this regard. In addition, the Board ascertained the criteria for establishing independence of Shri Roy, both in terms of the Companies Act, 2013 and the Listing Regulations.

Shri Probir Roy is a reputed business executive in the corporate world with an extensive and rich experience in the fields of technology, operations, strategy and playing leadership roles in diverse environments. He has served as the Managing

Director of Bengal Chemical & Pharmaceutical Ltd. besides being on the Board of several other companies. He held the position of Sheriff of Kolkata and President of Calcutta Club Limited. He is a regular speaker at several Chambers and other forums. He was recognized as best Managing Director of PSU and was awarded SCOPE meritorious Award of Excellence for turning around a sick Public Sector Undertaking. He holds a Masters Degree in Chemistry from Jadavpur University; Bachelors Degree in Chemical Engineering from London University and M.B.A from Leeds University (recipient of Commonwealth scholarship).

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Probir Roy for the office of Independent Director in the Company.

The Company has also received from Shri Probir Roy (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of interest in Form MBP-1 in terms of section 184 (1) and other applicable provisions of the Companies Act, 2013 and (iv) declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

In terms of Regulation 17(1A) of the Listing Regulations effective from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy five years, unless a Special Resolution is passed to that effect. Shri Probir Roy would be attaining the age of 75 years on 19th April, 2019 and therefore, in compliance with the said Regulation and based on justification indicated hereinabove, consent of the Members for his appointment is being sought by way of a Special Resolution.

The Board of Directors is of the opinion that Shri Probir Roy 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. His vast knowledge and varied experience will be of immense value to the Company.

Brief resume, the nature of his 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 Probir Roy as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, from the date of dispatch of this Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. Tuesday, 26th March, 2019.

The resolution seeks the approval of Members for the appointment of Shri Probir Roy as an Independent Director of the Company for a term from 1st April, 2019 to 30th September, 2022 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Shri Probir Roy is interested in the resolution set out at Item no. 5 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

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

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

Place: Kolkata
Date: 8th February, 2019

Particulars	Mangi Lal Jain	Santanu Ray	Mamta Binani	J. P. Dua	Probir Roy
Director Identification Number (DIN)	00353075	00642736	00462925	02374358	00033045
Age (Years)	87	71	46	66	74
Nationality	Indian	Indian	Indian	Indian	Indian
Qualification	FCA	FCA	FCS	MA (Eco.); LLB	M.Sc. (Chemistry); B.Sc. Chemical Engineering; M.B.A
Experience (Years)	62	48	21	42	50
Expertise in specific functional area	Finance	Finance & Management Strategies	Corporate matters, Corporate Governance	Industrial Finance, Economics	Operations, strategic planning & administration
Date of first appointment on the Board of the Company	30.12.2005	31.10.2011	24.07.2014	28.01.2016	- [^]
Shareholding in the Company (equity shares of F.V. Re. 1 each.)	6447	Nil	Nil	Nil	Nil
Terms and conditions of appointment/reappointment and details of remuneration					
Terms and conditions	Tenure up to 31.03.2020 [§] ; Not liable to retire by Rotation	Tenure up to 31.03.2021 [§] ; Not liable to retire by Rotation	Tenure up to 31.03.2022 [§] ; Not liable to retire by Rotation	Tenure up to 31.03.2024 [§] ; Not liable to retire by Rotation	Tenure up to 30.09.2022 [§] ; Not liable to retire by Rotation
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 with additional limits as prescribed under Regulation 17(6) of the Listing Regulations.				
Last drawn remuneration (Rs.) p.a.	4,00,000	4,00,000	4,00,000	4,00,000	- [^]
Remuneration proposed to be paid	Sitting fees – Rs. 50,000 for every Board Meeting & Rs. 25,000 for every Committee Meeting attended with such changes as may be approved by the Board from time to time. Commission- as approved by the Board/ shareholders from time to time.				
Number of Board Meetings attended during the FY 2018-19 (out of 4 held)	4	4	4	4	- [^]
Directorships held in listed Companies (other than Century Plyboards (India) Ltd.	1. Star Cement Ltd. 2. Zenith Exports Ltd. 3. Shyam Century Ferrous Ltd.	1. Star Cement Ltd. 2. Shyam Century Ferrous Ltd. 3. La Opala RG Ltd. 4. SKP Securities Ltd.	1. GPT Infraprojects Ltd. 2. Kkalpana Industries (India) Ltd. 3. Skipper Ltd.	1. Skipper Ltd.	1. Duroply Industries Ltd. 2. Industrial and Prudential Investment Company Ltd.

Directorships held in unlisted Companies (excluding Foreign Companies)	1. Meghalaya Power Ltd. 2. Star Cement Meghalaya Ltd. 3. Megha Technical and Engineers Pvt. Ltd. 4. Auro Sundram Ply and Door Pvt. Ltd. 5. NE Hills Hydro Ltd.	1. Star Cement Meghalaya Ltd. 2. Megha Technical and Engineers Pvt. Ltd. 3. Kariwala Industries Ltd.	1. Emami Cement Ltd. 2. Magma Housing Finance Ltd. 3. Anmol Industries Ltd.	1. Vikram Solar Ltd. 2. PNB Metlife India Insurance Co. Ltd.	1. Metro Dairy Ltd. 2. Keventer Agro Ltd. 3. East India Pharmaceutical Works Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies*	Audit Committee <u>Chairman:</u> 1. Star Cement Ltd. 2. Shyam Century Ferrous Ltd. <u>Member:</u> 1. Meghalaya Power Ltd. 2. Star Cement Meghalaya Ltd. 3. Megha Technical and Engineers Pvt. Ltd. 4. Zenith Exports Ltd. Stakeholders Relationship Committee <u>Chairman:</u> 1. Star Cement Ltd.	Audit Committee <u>Chairman:</u> 1. Star Cement Meghalaya Ltd. 2. Megha Technical and Engineers Pvt. Ltd. 3. SKP Securities Ltd. <u>Member:</u> 1. La Opala RG Ltd. 2. Shyam Century Ferrous Ltd. Stakeholders Relationship Committee <u>Chairman:</u> 1. Shyam Century Ferrous Ltd.	Audit Committee <u>Chairman:</u> 1. Anmol Industries Ltd <u>Member:</u> 1. GPT Infraprojects Ltd. 2. Emami Cement Ltd. 3. Magma Housing Finance Ltd.	Audit Committee <u>Chairman:</u> 1. Vikram Solar Ltd. <u>Member:</u> 1. Skipper Ltd.	Audit Committee <u>Chairman:</u> 1. Industrial and Prudential Investment Company Ltd. 2. Keventer Agro Ltd. 3. East India Pharmaceutical Works Ltd. <u>Member:</u> 1. Duroply Industries Ltd. 2. Metro Dairy Ltd.
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel				

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

§ subject to approval of the shareholders

^ Proposed appointment is for the first term on the Board of the Company; hence these details are not applicable.

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

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

Place: Kolkata
Date: 8th February, 2019

Instructions for Voting

A. Voting through electronic means

1. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including amendments thereto and Section 108 and other applicable provisions of the Companies Act, 2013 (the ‘Act’), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any amendments thereto (‘Management Rules’), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically on resolutions proposed to be considered through Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members.
2. The e-voting period commences on Monday, 25th February, 2019 at 9:00 a.m. IST and ends on Tuesday, 26th March, 2019 at 5:00 p.m. IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote through E-voting. The E-voting module shall be disabled by NSDL for voting thereafter.
3. Process and manner for remote e-voting :

Step 1: Log in to NSDL’s e-voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL’s e-voting system.

Details of Step 1- Procedure for log in to the NSDL e-voting website

- A. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile: <https://www.evoting.nsdl.com>
- B. Once the homepage of the e-voting system is launched, click on the icon, ‘Login’, available under ‘Shareholders’.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on ‘e-voting’ and proceed to Step 2, i.e., cast your vote electronically.

D. Your User ID details:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts 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, followed by Folio Number registered with the company For example, if your EVEN is 123456, and Folio Number is 001***, then your User ID is 123456001***.

E. Your password details:

- a. If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b. If you are using the NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once retrieved, you need to enter the “initial password” and the system will ask you to change your password.

- c. Process for retrieving 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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- F. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
 - a. Holding shares in demat accounts with NSDL or CDSL: Click on the 'Forgot User Details / Password?' option available on www.evoting.nsdl.com.
 - b. Holding shares in physical mode: 'Physical User Reset Password?' option is also available on www.evoting.nsdl.com.
 - c. If you are unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
- G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- H. Now, you will have to click on the 'Login' button.
- I. After you click on the 'Login' button, the homepage of e-voting will open.

Details of Step 2 - Procedure to cast your vote electronically on the NSDL e-voting system

- A. After successful log in at Step 1, you will be able to see the e-voting homepage. Click on 'e-voting'. Then, click on 'Active Voting Cycles'.
- B. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
- C. Select the 'EVEN' of the company for which you wish to cast your vote.
- D. Now you are on the voting page and ready for e-voting.
- E. 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'. Also click on 'Confirm' when prompted.
- F. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for members

Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermbk@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended that you do 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 the 'Physical User Reset Password?' option available on www.evoting.nsdl.com, to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the download section of www.evoting.nsdl.com or call on the toll-free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in / evoting@nsdl.co.in or at telephone no. +91 22 2499 4545, who will also address grievances connected with voting by electronic means.

1. The e-voting period commences on Monday, 25th February, 2019 at 9:00 a.m. IST and ends on Tuesday, 26th March, 2019 at 5:00 p.m. IST. During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. 15th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as of the Cut-off date may obtain the login ID and password by sending a request to e-voting@nsdl.co.in or investors@centuryply.com.

B. Voting through Postal Ballot Form

- 1) Members desiring to cast their vote through Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage prepaid Business Reply Envelope.
- 2) The vote can be cast by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
- 3) Members need not use all the votes nor need to cast all the votes in the same way.
- 4) Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a Member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
- 5) The Scrutinizer's decision on the validity of the Postal Ballot Form will be final.
- 6) You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid Business Reply Envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 26th March, 2019. No other request / details furnished in the self-addressed envelope will be entertained. Postal Ballot Forms received thereafter, will be treated as if the same has not been received from the Member.

