

## 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: 2<sup>nd</sup> November, 2021

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

**Sub: Outcome of the Board meeting – Subsidiarisation/Transfer of Company’s Logistics business comprising of CFS services as a going concern on ‘slump sale basis’ to a wholly owned subsidiary**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) we wish to inform that the Board of Directors of the Company at their meeting held today i.e. 2<sup>nd</sup> November, 2021, has inter alia considered and approved, subject to necessary statutory and regulatory approvals, as may be required, Subsidiarisation/ transfer of Company’s Logistics business comprising of CFS services, as a going concern, by way of slump sale, to a wholly owned subsidiary of the Company, to be incorporated for this purpose.

The details as required under Regulation 30 of the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 for the proposed Scheme are annexed as Annexure A.

This is for the information of the exchange and the members.

Thanking you,

Yours faithfully,

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

**Company Secretary**

Enclosed: Annexure ‘A’



## Annexure A

### Details for the proposed Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:

Sr. No.	Particulars	Description												
1.	Amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	As at 30 <sup>th</sup> September, 2021 <table border="1" data-bbox="606 589 1391 815"> <thead> <tr> <th>Financial Information*</th> <th>Revenue from Operations</th> <th>Net-worth</th> </tr> </thead> <tbody> <tr> <td>CPIL (A)</td> <td>1257.17</td> <td>1374.11</td> </tr> <tr> <td>Logistics Business (B)</td> <td>35.67</td> <td>26.43</td> </tr> <tr> <td>% of B to A</td> <td>2.84</td> <td>1.92</td> </tr> </tbody> </table> <p><i>* on the basis of book value</i></p>	Financial Information*	Revenue from Operations	Net-worth	CPIL (A)	1257.17	1374.11	Logistics Business (B)	35.67	26.43	% of B to A	2.84	1.92
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CPIL (A)	1257.17	1374.11												
Logistics Business (B)	35.67	26.43												
% of B to A	2.84	1.92												
2.	Date on which the agreement for sale has been entered into	The Business Transfer Agreement (BTA) or any other definitive document in connection with transfer of Logistics business comprising of CFS services, shall be executed in due course, on a date and in a manner advised by tax and legal advisors. The Company will intimate the Stock Exchanges once the Agreement is executed.												
3.	The expected date of completion of sale / disposal	The date of completion of transfer would depend upon receipt of relevant approvals from the lenders and completion of conditions precedent (as may be identified in the agreement for transfer of the business).												
4.	Consideration to be received from such sale / disposal	The lump sum consideration to be received by the Company against Slump Sale of Logistics business comprising of CFS services as a going concern will be approximately ₹52 crore (based on financials as on 30 <sup>th</sup> September, 2021) subject to customary adjustments as on the date of actual transfer, in accordance with the provisions of the BTA and as per advice from tax and legal advisors. This consideration shall be settled by the Transferee Company through issuance of its equity shares.												
5.	Brief details of the buyer and whether the buyer belongs to the promoter group / group companies. If yes, details thereof	Wholly owned subsidiary company proposed to be incorporated.												



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6.	Whether this transaction would fall within related party transactions? If yes, whether the same is done at "arm's	Yes. The transaction is a related party transaction and is on arm's length basis.
7.	Additional indicative disclosures to be disclosed by the listed entity with respect to the scheme.	
a)	Name and areas of business of the entity(ies) forming part of the arrangement, details in brief such as, size, turnover, etc.	<p><b><u>Century Plyboards (India) Ltd. – Seller Company</u></b> The Seller Company is engaged <i>inter alia</i> in the business of manufacturing of plyboards, laminates MDF and Particle Board. Financial details given under Sl. 1 above.</p> <p><b><u>Buyer/ Transferee Company</u></b> The buyer shall be a newly incorporated wholly owned subsidiary of the Company, which upon completion of this transfer, would be engaged in Logistics (including CFS services) and allied activities.</p>
b)	Rationale for arrangement / Quantitative and/or qualitative effect of restructurings	In order to provide for the optimum running, growth and development of the Logistics business, the Board of Directors deemed it desirable to transfer the same to a separate entity (WOS) on slump-sale basis. This shall help in (a) providing differentiated focus for the said Logistics business and help it realise its potential; and (b) unlocking business value and enhanced management focus and operational flexibility in each of the businesses. Further, this restructuring would facilitate mutually beneficial strategic alliances for the Logistics business in the future.
c)	In case of cash consideration – amount or otherwise share exchange ratio	As stated in Sl. 4 above
d)	Brief details of change in shareholding pattern (if any) of listed entity / all entities	There will be no change in the shareholding of the Company consequent to the proposed sale. The Transferee Company will settle the purchase consideration through issuance of its equity shares.
e)	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	Nil.

