

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



July 20, 2022

To,

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

BSE Limited,
PJ Towers, Dalal Street,
Mumbai - 400 001

Symbol: CENTURYPLY

Scrip Code: 532548

Dear Sir / Madam,

Intimation of the outcome of the meeting of the Board of Directors of Century Plyboards (India) Limited (“Company” or “Transferor Company”) held on July 20, 2022 and disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR Regulations”)

REF: Scheme of Arrangement between the Company and Century Infra Limited and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

In compliance with Regulation 30 read with Schedule III of the SEBI LODR Regulations, we wish to inform that the Board of Directors of the Company (“**the Board**”) at its meeting held today, i.e. July 20, 2022, has considered and approved the Scheme of Arrangement between the Company and its wholly owned subsidiary i.e. Century Infra Limited (“**Transferee Company**”) and their respective shareholders and creditors, which inter alia provides for the transfer and vesting of the Container Freight Station Services Undertaking (*as defined in the Scheme*) from the Company to the Transferee Company, as a going concern, on slump sale basis, and in consideration thereof, the Transferee Company shall issue its equity shares to the Company. The equity shares of the Transferee Company are not listed on Stock Exchanges.

The Scheme is, inter alia, subject to receipt of approvals from the statutory, regulatory and customary approvals, including approvals from the BSE Limited, National Stock Exchange of India Limited (collectively referred to as “Stock Exchanges”), Securities Exchange Board of India, jurisdictional National Company Law Tribunal and the shareholders and creditors (as applicable) of the companies involved in the Scheme.



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In terms of the SEBI LODR Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as Annexure- I.

Thanking you.

For Century Plyboards (India) Limited

Sundeep Jhunjunwala

Company Secretary

Encl.: a/a



Brief details of Scheme of Arrangement

S. No.	Particulars	Details																
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	<p>As at March 31, 2022</p> <table border="1"> <thead> <tr> <th>Financial Information*</th> <th>Revenue</th> <th>Profit Before Tax</th> <th>Net worth</th> </tr> </thead> <tbody> <tr> <td>Century Plyboards (India) Limited (A)</td> <td>3,000.88</td> <td>480.19</td> <td>1,561.20</td> </tr> <tr> <td>Container Freight Station Services Undertaking (B)</td> <td>77.81</td> <td>6.22</td> <td>20.08</td> </tr> <tr> <td>% of B to A</td> <td>2.59%</td> <td>1.30%</td> <td>1.29%</td> </tr> </tbody> </table> <p><i>* on the basis of book value</i></p>	Financial Information*	Revenue	Profit Before Tax	Net worth	Century Plyboards (India) Limited (A)	3,000.88	480.19	1,561.20	Container Freight Station Services Undertaking (B)	77.81	6.22	20.08	% of B to A	2.59%	1.30%	1.29%
Financial Information*	Revenue	Profit Before Tax	Net worth															
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Container Freight Station Services Undertaking (B)	77.81	6.22	20.08															
% of B to A	2.59%	1.30%	1.29%															
2.	Date on which the agreement for sale has been entered into	Date of agreement shall be the Appointed Date of the Scheme which is April 1, 2022																
3.	Expected date of completion of sale/disposal	The Scheme is, inter alia, subject to receipt of approvals from the statutory, regulatory and customary approvals, including approvals from the BSE Limited, National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges"), Securities Exchange Board of India, jurisdictional National Company Law Tribunal and the shareholders and creditors (as applicable) of the companies involved in the Scheme and is expected to take around 10 months to be consummated, subject to regulatory approvals																
4.	Consideration received from such sale/disposal	In consideration of the proposed Scheme, Transferee Company shall discharge the lump sum consideration of INR 32,71,00,000 to the Transferor Company by issuing and allotting 32,71,00,000 fully paid up of Re 1/- each of Transferee Company																



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5.	Brief details of buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	The Transferee Company is a public company incorporated on 30th December, 2021 with an object to, inter alia, carry on the business of receivers, general carriers, Container Freight Stations, Internal Container Depots Terminal and aggregation of long distance cargo. The Transferee Company is a wholly owned subsidiary of Transferor Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms-length"	Yes, the transaction would fall within related party transactions. The consideration for the Scheme will be discharged on an "arm's length" basis.
7.	In case of a slump sale, indicative disclosures provided for amalgamation / merger, shall be disclosed by the listed entity with respect to such slump sale	
a.	Areas of business of entity(ies)	The Transferor Company is engaged in the business of manufacturing of plyboards, laminates, MDF and Particle Board The Transferee Company has been incorporated with an object to, inter alia, carry on the business of receivers, general carriers, Container Freight Stations, Internal Container Depots Terminal and aggregation of long distance cargo.



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b.	Rationale for the Scheme of Arrangement	The transfer of the Container Freight Business Undertaking from the Transferor Company to the Transferee Company would inter alia achieve the following benefits: <ul style="list-style-type: none">• Facilitate each business to be effectively integrated for achieving growth & expansion of each of the verticals independently;• Enhances management focus and operational flexibility;• Unlocking the value of each of the business for the shareholder of the Transferor company; and• Attribution of appropriate risk and valuation to different businesses based on their respective risk-return profile and cash flows;
d.	Brief details of change in shareholding pattern (if any) of listed entity.	No change in the shareholding pattern of the listed entity.
e.	Details of benefit, if any, to the Promoter/ Promoter Group/ Group Companies from such proposed Scheme	NIL

