

Century Plyboards (I) Limited

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



August 14, 2018

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 Sirs

Subject: Notice of Annual General Meeting

We enclose herewith copy of Notice of Annual General Meeting scheduled to be held on Friday 14th September 2018 at Gyan Manch, 11, Pretoria Street, Kolkata 700 071. Specimen form of Attendance Slip and Proxy Form are also attached herewith.

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Sundeep Jhunjunwala
Company Secretary





CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: 6, Lyons Range, Kolkata- 700 001 Phone: (033) 3940 3950

Fax: (033) 2248 3539; Website: www.centuryply.com; Email: Investors@centuryply.com

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Century Plyboards (India) Limited will be held on Friday, 14th September, 2018 at 11:00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata - 700 071, to transact the following businesses:

ORDINARY BUSINESS

1 To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with Report of the Auditors thereon.

2 To declare dividend on Equity Shares for the financial year ended 31st March, 2018.

3 To appoint a Director in place of Sri Vishnu Khemani (DIN: 01006268) who retires by rotation and being eligible, offers himself for re-appointment.

4 To appoint a Director in place of Sri Keshav Bhajanka (DIN:03109701) who retires by rotation and being eligible, offers himself for re-appointment.

5 To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the Company hereby ratifies the appointment of M/s. Singhi & Co., Chartered Accountants [Firm Registration No. 302049E] as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty-eighth Annual General Meeting of the Company to be held in the year 2019, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.”

SPECIAL BUSINESS

6. Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, approval of the members be and is hereby accorded to re-appoint Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company, for a period of 5 (five) years from 1st August, 2018 to 31st July, 2023, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Sri Prem Kumar Bhajanka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment there of for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, approval of the members be and is hereby accorded to re-appoint Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company, for a period of 5 (five) years from 1st August, 2018 to 31st July, 2023, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and/or remuneration of Sri Vishnu Khemani as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

8. Approval for Material Related Party Transactions.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and in terms of the approvals of the Audit Committee and the Board of Directors obtained at their respective meetings, approval of the members be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its power, including the powers conferred by this Resolution), to ratify/ approve all arrangements/ transactions/ contracts / agreements (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with Auro Sundram Ply & Door Pvt. Ltd. (“ASPDPL”), a Subsidiary Company and hence a related party within the meaning of the aforesaid law, on such terms and conditions as set out in the statement annexed to the notice convening this meeting, for financial year 2018-19 and onwards, the aggregate value of which shall not exceed ₹ 300 crore for each financial year.”

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to obtain approvals, statutory or contractual, in relation to the above and to do all such acts, deeds, matters and things on an ongoing basis, as may be necessary, expedient or desirable including any modification/ ratification/ amendments to or termination of the subsisting or any future arrangements/ transactions/ contracts/ agreements.”

9. Revision of remuneration of Executive Directors.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

“RESOLVED that pursuant to the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and in partial modification of the resolutions passed by the Members approving the appointment and terms of remuneration of the Executive Directors, the Members hereby approve the revision in remuneration of Executive Directors as set out in the explanatory statement annexed to the notice convening this meeting, with the inclusion of remuneration by way of commission on net profits, calculated in the manner referred to in Section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the stipulated/approved overall ceilings on remuneration.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Revision of limits of managerial remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:-

“RESOLVED that pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (including any statutory modification or re-enactment thereof and upon relevant amendments to such Regulation/Act becoming effective) and subject to such approvals as may be required and the terms and conditions including remuneration approved by the members in respect of each Director, consent of the members be and is hereby accorded to the following revision of limits of managerial remuneration as a percentage of net profits for a particular financial year, computed in the manner laid down in section 198 of the Companies Act, 2013 except that the remuneration of the Directors shall not be deducted from the gross profits-

- i. the total managerial remuneration payable by the Company to all its directors, including managing director and whole-time director shall not exceed twenty one per cent of the net profits of the Company;
- ii. the remuneration payable to any one managing director or whole-time director shall not exceed ten per cent of the net profits of the company;
- iii. the remuneration payable to all managing directors and whole-time directors (including those who are promoters or members of the promoter group) taken together shall not exceed twenty per cent of the net profits of the company.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Registered Office
6, Lyons Range
Kolkata - 700 001
24th July, 2018

Sd/-
Sundeep Jhunjunwala
Company Secretary

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received by the Company at the Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

A person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other person or Shareholder.
- 2 When a member appoints a proxy and subsequently both the member and the proxy attend the meeting, the proxy shall automatically stand revoked.
- 3 During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the same, a member, during business hours of the Company, would be entitled to inspect the proxies lodged, provided that not less than three days of notice in writing is given to the Company.
- 4 In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 5 Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
- 6 The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 8th September, 2018 to Friday, 14th September, 2018 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the Members eligible for final dividend on equity shares for the financial year ended 31st March, 2018, if declared at the Annual General Meeting.
- 7 The Board of Directors at its meeting held on 16th May, 2018, has recommended payment of final dividend on equity shares @ Re. 1.00 per equity share for the financial year 2017-18. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on 7th September, 2018 in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and (b) whose names appear in the Register of Members of the Company on 14th September, 2018, after giving effect to valid transfer requests lodged with the Company as of the close of business hours 7th September, 2018.
- 8 Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents (RTA), Maheshwari Datamatics Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
- 9 Members holding shares in physical mode-
 - (a) are required to submit/ update their Permanent Account Number and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.
 - (b) are advised to register nomination (if not already registered) in respect of their shareholding in the Company using Form SH-13. Change in nomination can also be done using Form SH-14. Both forms are available on the Company's website www.centuryply.com under the 'Investors' section.
 - (c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
 - (d) are requested to update any change in their address to the Company / RTA
- 10 Members holding shares in electronic mode:
 - (a) are requested to submit/ update their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts.

- (b) are advised to contact their respective DPs for registering/ changing their nomination.
- (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (d) are requested to update any change in their address to their respective DPs

- 11 The Company has sent the reminder letters to Shareholders holding shares in physical form to update their PAN and Bank Account details.
- 12 SEBI has amended Regulation 40 of Listing Regulations and has mandated the transfer of securities of listed companies only in dematerialised form w.e.f 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

In order to implement the aforementioned Amendment in the Regulation and as advised by SEBI, the Company has sent letters to physical holders appraising them about the amendment and advising them on the benefits of holding shares in dematerialised form. A Guidance note on procedure for dematerialisation of shares held in physical form is also placed on the website of the Company under 'Investors' section.

- 13 Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or its RTA for assistance in this regard.
- 14 Members seeking any information regarding accounts are requested to write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
- 15 Relevant documents meant for inspection and/ or referred to in the Annual Report, are open for inspection at the Registered Office of the Company, 6, Lyons Range, Kolkata-700 001, during office hours between 11.00 AM and 1.00 PM on all working days till the date of this Annual General Meeting.
- 16 Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM and produce the same at the entrance to the venue of the meeting for admission.
- 17 The Company has transferred the unpaid/ unclaimed dividend for the years prior to and including the financial year 2009-10, from time to time, on respective due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has also uploaded the details of unpaid/ unclaimed amounts lying with the Company, on the website of the Company (www.centuryply.com) as also on the website of the Ministry of Corporate Affairs. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company or its RTA. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the IEPF on due dates.
- 18 Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

The Company had sent intimation in this regard to all the shareholders who have not claimed/encashed their dividends consecutively for the last seven years. The Company had also simultaneously published notice in the leading newspapers in this regard and also uploaded on the "Investors Section" of the Company's website, details of such shareholders and shares which have been/ are due for transfer to IEPF Suspense Account.

- 19 Electronic copies of the Annual Report are being sent by email only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by permitted mode.
- 20 The Notice of Annual General Meeting, Attendance Slip, Proxy Form and Remote E-voting particulars are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s)(DP)

unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

- 21 a) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide facility of remote e-voting to all Members for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
- b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 7th September 2018, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on cut-off date should treat this notice for information purpose only. Members who have acquired shares after the despatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- c) The remote e-voting period will commence at 9.00 a.m. on Monday, 10th September, 2018 and will end at 5.00 p.m. on Thursday, 13th September, 2018. The remote e-voting shall not be allowed beyond 5.00 p.m. on 13th September, 2018.
- d) At the end of remote e-voting, the facility shall forthwith be blocked.
- e) At the Annual General Meeting, facility for voting through ballot paper shall be made available and only the members as on the "cut-off date", i.e. Friday, 7th September, 2018 who have not cast their vote by remote e-voting, shall be entitled to exercise their right to vote at the Annual General Meeting through ballot paper.
- f) The Members who have cast their votes through electronic means prior to the meeting may still attend the meeting but shall not be entitled to cast their vote again.
- g) The Company has appointed Sri Manoj Kumar Banthia (Membership no. ACS 11470) of MKB & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process and ensure that the same is carried out in a fair and transparent manner.
- h) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or to the person authorised by him. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.centuryply.com and that of NSDL <https://www.evoting.nsd.com>, besides being displayed on the Notice Board of the Company at its Registered Office. The results shall simultaneously be communicated to the Stock Exchanges where the shares of the Company are listed.

i) PROCEDURE FOR E-VOTING

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating the casting of votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting"). The procedure with respect to e-voting is provided below:-

A. In case of Members who receive the Notice in electronic mode:

- i. Open the PDF file 'Centuryply e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>
- iii. Click on Shareholder-Login
- iv. Insert user ID and password as initial password stated in (i) above. Click on 'Login'.
- v. If you are logging in for the first time, Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
- vi. Once the e-Voting home page opens, click on e-Voting > Active Voting Cycles.
- vii. Select the EVEN (E-Voting Event Number) of Century Plyboards (India) Limited. Now you are ready for e-voting as 'Cast Vote' page opens.

- viii. Cast your vote by selecting your favoured option and click 'Submit'. Also click 'Confirm' when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
- ix. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- x. 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.

B. In case of Members who receive the Notice in physical mode:

- i. User ID and initial password is provided in the admission slip for the AGM.
 - ii. Please follow all steps from Sr. Nos. A (ii) to A (x) above to cast your vote.
 - II. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.
 - III. The voting rights shall be as per the number of equity shares held by the Member(s) as on 7th September, 2018, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - IV. Voting period shall commence at 9.00 a.m. on Monday, 10th September, 2018 and will end at 5.00 p.m. on Thursday, 13th September, 2018. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.
 - V. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Sri Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Assistant Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. (022)24994360 /24994545 or toll free no. 1800-222-990 or at E-mail ID : amitv@nsdl.co.in / pallavid@nsdl.co.in and evoting@nsdl.co.in.
- 22 Members may also note that the Notice of AGM and the Annual Report will be available on the Company's website, www.centuryply.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication may write to us at: investors@centuryply.com
- 23 To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form. So as to receive all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 24 As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
- 25 An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of Special Business under item nos. 6 to 10 of the Notice, is annexed hereto.
- 26 Information in terms of Regulation 36(3) of the Listing Regulations, Companies Act, 2013 and 'Secretarial Standards on General Meetings' in respect of Directors seeking appointment / re-appointment at this AGM, is annexed hereto.
- 27 The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the venue of the Annual General Meeting.
- 28 The Route map of the venue of Annual General Meeting is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

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

Registered Office
6, Lyons Range
Kolkata - 700 001
24th July, 2018

Sd/-
Sundeep Jhunjunwala
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 6

Sri Prem Kumar Bhajanka was re-appointed as Managing Director of the Company for a period of five years from 1st August, 2013 to 31st July, 2018. Pursuant to the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, the Board of Directors of the Company has approved his re-appointment as Managing Director of the Company for a further period of five years from the expiry of his present term, that is, 1st August, 2018 to 31st July, 2023 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I SALARY :

Rs. 10,00,000/- per month subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed Rs.20,00,000/- per month.

II PERQUISITES :

In addition to salary, the Managing Director shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed Rs.1,00,000/- per month.

The Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act,1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

III. COMMISSION:

Remuneration by way of commission, to be performance-based and not exceeding 2% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary and commission payable to Sri Prem Kumar Bhajanka shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Sri Prem Kumar Bhajanka, aged 60 years, is a commerce graduate having more than 38 years of rich and varied experience in the industry. He has been involved in the operations of the Company since long and has been instrumental in setting up the Company's MDF unit. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint him as Managing Director.

Shri Prem Kumar Bhajanka satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Prem Kumar Bhajanka would be immensely beneficial to the Company and hence recommends the Resolution at item no. 6 of this Notice for your approval.

Except Sri Prem Kumar Bhajanka and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 6 of the Notice except to the extent of their respective shareholdings in the Company.

Item No. 7

Sri Vishnu Khemani was re-appointed as Managing Director of the Company for a period of five years from 1st August, 2013 to 31st July, 2018. Pursuant to the recommendation of Nomination and Remuneration Committee and approval of Audit Committee, the Board of Directors of the Company has approved his re-appointment as Managing Director of the Company for a further period of five years from the expiry of his present term, that is, 1st August, 2018 to 31st July, 2023 subject to approval of the shareholders of the Company at the ensuing Annual General Meeting on the following terms, conditions and remuneration:

I SALARY :

₹ 10,00,000/- per month subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee subject however that the aggregate remuneration on account of salary shall not exceed ₹ 20,00,000/- per month.

II PERQUISITES :

In addition to salary, the Managing Director shall be entitled to such perquisites, as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration on account of such perquisites shall not exceed ₹ 1,00,000/- per month.

The Managing Director shall also be entitled to the following perquisites which shall not be included in the remuneration as stated above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company, to the extent these either singly or together are not taxable under Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

In addition to above, the following facilities, if provided, shall not be considered as perquisites:

- a) Provision of car for use on Company's business. Use of car for personal purposes shall be billed by the Company to him.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to him.
- c) Reimbursement of entertainment and other expenses actually incurred in connection with the business of the Company.

III. COMMISSION:

Remuneration by way of commission, to be performance-based and not exceeding 2% of the net profits in a particular financial year, calculated in the manner referred to in Section 198 of the Companies Act, 2013, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the overall ceilings stipulated in Act.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary and commission payable to Sri Vishnu Khemani shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution. Part 1 of Schedule V to the Act also contains similar relaxation. Sri Vishnu Khemani would be attaining the age of 70 on 16th March, 2022. As such, it is recommended that his present re-appointment itself as Managing Director be approved by the members by way of a Special Resolution.

Sri Vishnu Khemani, aged 66 years, is a science graduate having more than 40 years of rich and varied experience in the industry. He has been involved in the operations of the Company since long and has been instrumental in setting up the Company's Particle Board unit. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint him as Managing Director.

Shri Vishnu Khemani satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under

sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Sri Vishnu Khemani would be immensely beneficial to the Company and hence recommends the Resolution at item no. 7 of this Notice for your approval.

Except Sri Vishnu Khemani and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 7 of the Notice except to the extent of their respective shareholdings in the Company.

Item No. 8

Pursuant to Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Further, pursuant to Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through Ordinary Resolution is required for all related party transactions which are material, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered to be material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All Related Party Transactions entered into by the Company are in the ordinary course of business and on an arm's length basis and approval of the Audit Committee / Board is obtained wherever required. The transactions entered into by the Company with Auro Sundram Ply & Door Pvt. Ltd. (ASPDPL), Subsidiary Company and therefore a related party, are also carried out on an arms-length basis with approval of the Audit Committee / Board. Your Company has long-term arrangements with ASPDPL for purchase of materials on certain special terms and conditions which include commitment of supply of its entire production to the Company (save and except materials which do not conform to the Company's quality parameters), sustainable and timely availability as per the Company's requirements, adherence to the Company's prescribed quality parameters and free of cost delivery of goods, besides other terms and conditions. Considering the exclusive long-term nature of the arrangement with ASPDPL, besides prevalent market dynamics, the transactions at times, may not appear to be absolutely on arms-length basis. As a matter of guideline, the Company always maintains a minimum margin of 12% between the selling price of its products and the price which it pays for purchasing the same from ASPDPL, thereby ensuring that the transactions does not adversely affect the interests of the Company in any way. Further, the aggregate of transaction(s) entered into by the Company, together with the transaction(s) already entered into with ASPDPL, as detailed below, during the current financial year and onwards, are estimated to qualify as material related party transaction(s). In view of the above, approval of the members by way of ordinary resolution is being sought. Notwithstanding approval of this resolution by the Members, the Company shall continue its transactions with ASPDPL only to the extent and in the manner as is permitted statutorily.

Name of the Related Party	Auro Sundram Ply & Door Pvt. Ltd.
Nature of relationship	Subsidiary Company
Name of the Director or KMP who is related, if any	Sri Prem Kumar Bhajanka, Sri Ajay Baldawa and Sri Mangi Lal Jain may be deemed to be related by virtue of being common Directors.
Estimated Transaction Value	₹ 300 crores for each financial year
Nature, material terms and particulars of the contract or arrangement	a. Purchase of plywood/ block-board, flush door and other materials b. Sale of plywood, block board, flush door, veneer and other materials c. Give unsecured loan from time to time for its business

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Directorships. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

Keeping in view the increasing responsibilities and time and effort involved and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 30th October, 2017, subject to approval of the Members, approved revision of remuneration of the Executive Directors of the Company as detailed below with effect from 1st April, 2017 by inclusion of variable pay in the form of commission on net profit, besides the current fixed

structure. The commission would be ascertained by the Nomination and Remuneration Committee and approved by the Board each year after taking into account the performance and reasonable ascertainment of profitability of the units/ divisions being looked after by the respective Executive Directors, besides the Company's overall performance and profitability and would not exceed the limits stated herein below-

Name of the Director	Designation	Maximum Commission
Shri Sajjan Bhajanka	Chairman and Managing Director	2% of the net profits in a particular financial year for each Executive Director, calculated in the manner referred to in Section 198 of the Companies Act, 2013.
Shri Sanjay Agarwal	CEO & Managing Director	
Shri Vishnu Khemani	Managing Director	
Shri Prem Kumar Bhajanka	Managing Director	
Shri Hari Prasad Agarwal	Vice Chairman & Executive Director	1% of the net profits in a particular financial year for each Executive Director, calculated in the manner referred to in Section 198 of the Companies Act, 2013.
Shri Keshav Bhajanka	Executive Director	
Smt. Nikita Bansal	Executive Director	

The Commission shall be in addition to salary, perquisites and allowances presently payable to the aforesaid Executive Directors in terms of approvals already granted by the shareholders. All other terms and conditions of appointment of the aforesaid Executive Directors duly approved by the shareholders shall remain unchanged.

Your Directors believe that inclusion of variable component in the remuneration of the aforesaid Executive Directors would enhance their performance and thereby the overall performance of the Company and hence recommends the Resolution at item no. 9 of this Notice for your approval.

Except the aforesaid Executive Directors and their respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 9 of the Notice except to the extent of their respective shareholdings in the Company.

Item No. 10

Securities and Exchange Board of India (SEBI) has amended Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) on 9th May, 2018 through Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the same would come into force with effect from 1st April, 2019.

The amended provisions of Regulation 17 inter alia requires that where there is more than one executive directors who are promoters or members of the promoter group, the fees or compensation payable to them shall be subject to the approval of the shareholders by special resolution in general meeting, if the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity, calculated as per section 198 of the Companies Act, 2013.

Further, the amended provisions of Section 197 of the Companies Act, 2013 (yet to be notified) also provides for payment of remuneration in excess of the limits prescribed therein with the approval of the shareholders by special resolution in general meeting.

Your Company presently has eight Executive Directors out of whom seven are either promoters or members of the promoter group. The aggregate remuneration payable to them (as per their respective terms of appointment already approved by the members), taking together the revision in remuneration proposed in Item no. 9 of this Notice is likely to exceed the limits prescribed in the amended Listing Regulations and those prescribed under the Companies Act, 2013.

In view of the same, your Directors find it appropriate to seek your approval for payment of remuneration to such Executive Directors in excess of the aforesaid limits and accordingly recommend the Resolution at item no. 10 of this Notice for your approval. The approval herein granted by the shareholders shall be deemed to be approval required under the amended Listing Regulations and the Companies Act, 2013, effective from the dates when the said amendments would respectively come into force.

Except the Executive Directors and their respective relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 10 of the Notice except to the extent of their respective shareholdings in the Company.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment/variation of the terms of remuneration at the Annual General Meeting

(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	Sri Vishnu Khemani	Sri Keshav Bhajanka	Sri Prem Kumar Bhajanka	Sri Sajjan Bhajanka	Sri Sanjay Agarwal	Sri Hari Prasad Agarwal	Smt. Nikita Bansal
	(3), (7)& (9)	(4)& (9)	(6)& (9)	(9)	(9)	(9)	(9)
Director's Identification Number (DIN)	01006268	03109701	00591512	00246043	00246132	00266005	03109710
Age (Years)	66	29	60	66	57	70	29
Nationality	Indian	Indian	Indian	Indian	Indian	Indian	Indian
Qualification	Graduate (Science)	Graduate (Accounting and Finance)	Graduate (Commerce)	Graduate (Commerce)	Graduate (Commerce)	Graduate (Commerce)	Graduate (Economics); Minor in Business and Mathematics
Experience (Years)	40	7	38	39	31	45	7
Expertise in specific functional area	Management & Administration	Sales & Marketing	Production, management & administration	Management, Administration & Finance	Marketing & Sales Promotion	Management, administration & finance	Marketing, Internal communication and administration
Date of first appointment on the Board of the Company	16.04.2008	28.01.2016	16.04.2008	05.12.1986	05.01.1982	05.01.1982	01.02.2017
Shareholding in the Company (equity shares of F.V. Re. 1 each.)	12747000	500000	4636997	25234402	24350765	2435760	50000
Terms and conditions of appointment/reappointment and details of remuneration							
Terms and conditions	Tenure upto 31.07.2023 ^s Liable to retire by Rotation	Tenure upto 27.01.2021; Liable to retire by Rotation	Tenure upto 31.07.2023 ^s Liable to retire by Rotation	Tenure upto 31.03.2021; Not liable to retire by Rotation	Tenure upto 30.06.2021; Not liable to retire by Rotation	Tenure upto 31.05.2022 Liable to retire by Rotation	Tenure upto 31.01.2022 Liable to retire by Rotation
Present ceiling of Remuneration (Rs.) p.a. ^{#s}	Fixed- 2,40,00,000 Commission- 2% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 1% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 2% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 2% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 2% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 1% of the net profits in a particular financial year	Fixed- 2,40,00,000 Commission- 1% of the net profits in a particular financial year
Last drawn remuneration (Rs.) p.a.	Fixed- 1,20,00,000 Commission- Nil [^]	Fixed- 50,00,000 Commission- Nil [^]	Fixed- 1,20,00,000 Commission- Nil [^]	Fixed- 1,20,00,000 Commission- Nil [^]	Fixed- 1,20,00,000 Commission- Nil [^]	Fixed- 60,00,000 Commission- Nil [^]	Fixed- 24,00,000 Commission- Nil [^]
Number of Board Meetings attended during the FY 2017-18 (out of 4 held)	2	4	2	4	4	4	4

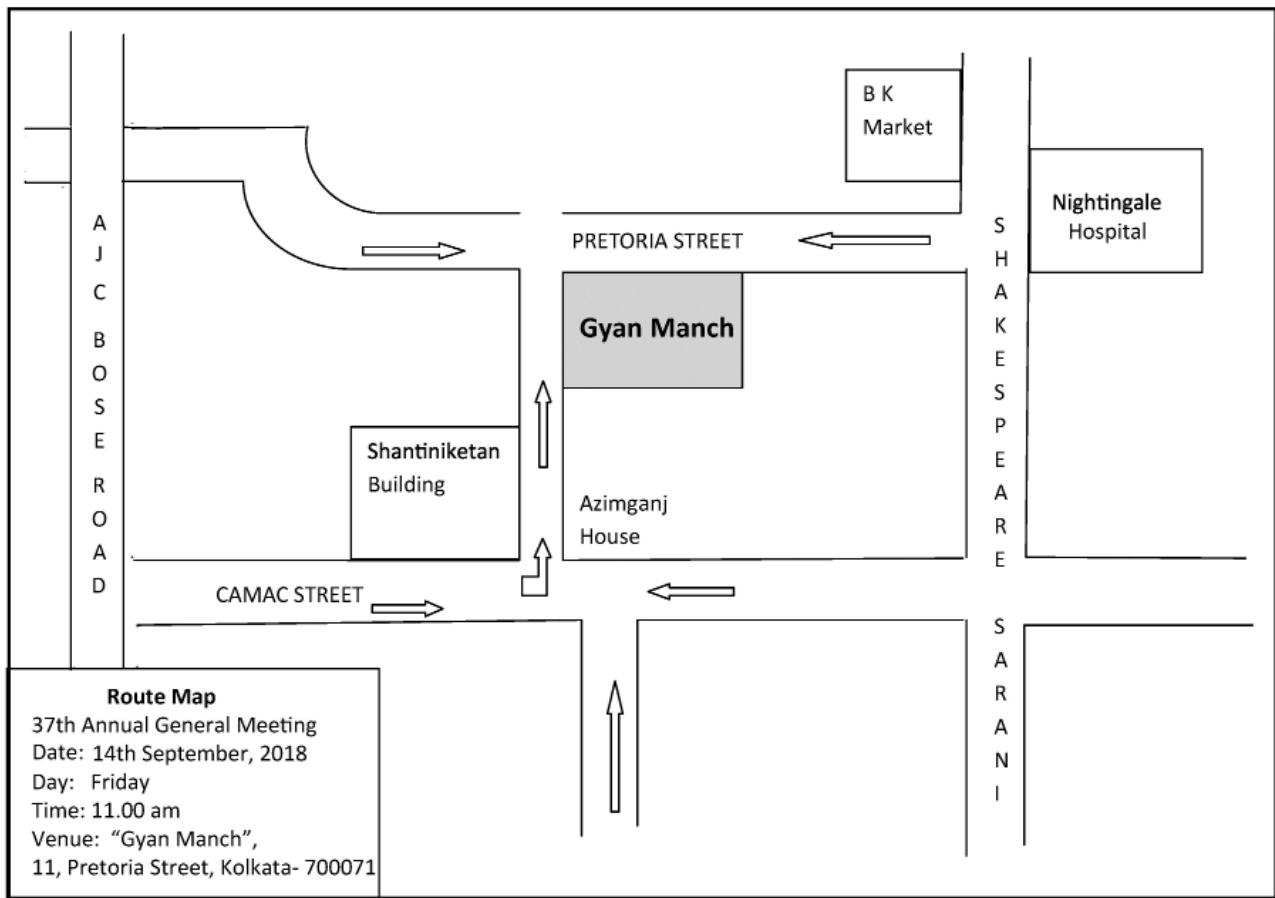
List of directorships held in other Companies (excluding Foreign Companies)	1. Sharon International Services Pvt. Ltd. 2. Century MDF Ltd.	1. Dewdrop Enclave Pvt. Ltd. 2. Century LED Ltd. 3. Sri Ram Vanijya Pvt. Ltd. 4. Sri Ram Merchants Pvt. Ltd.	1. Lal Pahar Tea Estate Pvt. Ltd. 2. AuroSundram Ply and Door Pvt. Ltd. 3. Namchic Tea Estate Pvt. Ltd. 4. Profound Cement Works Ltd. 5. Star Cement Meghalaya Ltd. 6. Star Cement Ltd. 7. Meghalaya Power Ltd.	1. Star Cement Ltd. 2. Century MDF Ltd. 3. Fine Infraprojects Pvt. Ltd. 4. Makui Properties Pvt. Ltd. 5. Meghalaya Power Ltd. 6. Pacific Plywoods Pvt. Ltd. 7. Shyam Century Ferrous Ltd. 8. Shyam Century Multi Projects Pvt. Ltd. 9. Star Cement Meghalaya Ltd. 10. Sri Ram Merchants Pvt. Ltd. 11. Sri Ram Vanijya Pvt. Ltd. 12. Association of Indian Panelboard Manufacturer	1. Auroville Investments Pvt. Ltd. 2. Star Cement Ltd. 3. Century Coats Ltd. 4. Century Infotech Ltd. 5. Indian Chamber of Commerce Calcutta 6. Pacific Plywoods Pvt. Ltd. 7. RanisatiVihar Pvt. Ltd. 8. Sumangal International Pvt. Ltd. 9. Sumangal Business Pvt. Ltd. 10. Star Cement Meghalaya Ltd. 11. Fine Infraprojects Pvt. Ltd.	1. Century Plyboards (Meghalaya) Ltd. 2. Landmark Veneers Pvt. Ltd. 3. Pushpanjali Abasan Pvt. Ltd. 4. Shyam Century Metallic Ltd. 5. Amul Boards Pvt. Ltd. 6. Century Sumeru Development Ltd. 7. Century Sumeru Infrastructure Ltd. 8. Century Crop Sciences Pvt. Ltd. 9. Century Plantations Ltd. 10. Megha Technical and Engineers Pvt. Ltd. 11. Shyam Century Cement Industries Ltd. 12. Brijdham Merchants Pvt. Ltd. 13. Nicasa Steel Pvt. Ltd. 14. Fine Infraprojects Pvt. Ltd.	1. Century Coats Ltd
Membership/ Chairmanships of Committees of Boards of other Companies*	None	None	None	<u>Audit Committee Member</u> 1. Star Cement Ltd. 2. Meghalaya Power Ltd. 3. Star Cement Meghalaya Ltd. <u>Stakeholders Relationship Committee Member</u> 1. Star Cement Ltd.	<u>Stakeholders Relationship Committee Member</u> 1. Star Cement Ltd.	<u>Audit Committee Member</u> 1. Megha Technical and Engineers Pvt. Ltd.	None
Relationship with other Directors and Key Managerial Personnel	None	Son of Sri Sajjan Bhajanka, Chairman and Managing Director	None	Father of Sri Keshav Bhajanka, Executive Director	Father of Smt. Nikita Bansal, Executive Director	None	Daughter of Sri Sanjay Agarwal CEO and Managing Director

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

₹ subject to approval of the shareholders

^ forgone voluntarily

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





CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: 6, Lyons Range, Kolkata - 700 001; **Phone:** (033) 3940 3950

Fax: (033) 2248 3539; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**37th Annual General Meeting to be held on Friday, 14th September, 2018 at 11.00 A.M.
at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071**

Serial No.

Name of Member(s)

Registered Address

Email ID

Folio No./DP ID & Client ID

I/We being the member(s) of..... shares of Century Plyboards (India) Limited hereby appoint:

- 1) Name.....Address.....
Email ID.....Signature.....or failing him;
- 2) Name.....Address.....
Email ID.....Signature.....or failing him;
- 3) Name.....Address.....
Email ID.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Friday, 14th September, 2018 at 11.00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional (✓)*		
		For	Against	Abstain
Ordinary Business				
1	Receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with Report of the Auditors thereon.			
2	Declare dividend on Equity Shares for the financial year ended 31st March, 2018.			
3	Appoint a Director in place of Sri Vishnu Khemani (DIN: 01006268) who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appoint a Director in place of Sri Keshav Bhajanka (DIN: 03109701) who retires by rotation and being eligible, offers himself for re-appointment.			
5	Ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
6	Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company.			
7	Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company.			
8	Approval for Material Related Party Transaction.			
9	Revision of remuneration of Executive Directors.			
10	Revision of limits of Managerial Remuneration.			

Signed thisday of2018.

Signature of the shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. * It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.



CENTURY PLYBOARDS (INDIA) LIMITED

(CIN: L20101WB1982PLC034435)

Registered Office: 6, Lyons Range, Kolkata - 700 001; **Phone:** (033) 39403950

Fax: (033) 22483539; **Website:** www.centuryply.com; **Email:** investors@centuryply.com

ATTENDANCE SLIP

Serial No.

Folio No./

DP ID & Client ID;

Name of the Member(s)

Registered Address

No. of shares held

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company, to be held on Friday, 14th September, 2018 at 11.00 A.M. at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071

.....
Member's/Proxy's name in Block letters

.....
Member's/Proxy's signature

Note:

1. Please complete and sign this Attendance Slip and handover at the attendance verification counter at the venue of the meeting.
2. Please bring your copy of Annual Report to the Meeting.