



## **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

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### **Notice of Postal Ballot**

**Pursuant to Section 108, 110 of the Companies Act, 2013  
read with the Companies (Management and Administration) Rules, 2014 and  
applicable Circulars issued by the Ministry of Corporate Affairs**

Dear Members,

**Notice** is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) [including any statutory modification(s) or re-enactment thereof for the time being in force], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”), to the extent applicable, each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 (collectively referred to as “**MCA Circulars**”) 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 by way of voting through electronic means (“**e-voting/ remote e-voting**”). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed hereto for your consideration and forms part of this Postal Ballot Notice.

On account of the threat posed by the COVID-19 pandemic and in conformity with the present regulatory requirements, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Depositories/ Company/ M/s. Maheshwari Datamatics Pvt. Ltd. (Company’s Registrar and Share Transfer Agent). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the Members would only take place through the remote e-voting system and voting through physical ballot papers will not be provided.

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, through the e-voting process, in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations read with SEBI circular dated 9<sup>th</sup> December, 2020 on “e-Voting facility provided by Listed Companies” and pursuant to the provisions of Section 108, Section 110 of the Act read with Rules made thereunder, the MCA Circulars and SS-2, the Company is pleased to provide the facility of remote e-voting to its Members, to enable them to cast their votes electronically. 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 instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [www.centuryply.com](http://www.centuryply.com).

The e-voting shall commence on Monday, 25<sup>th</sup> April, 2022 at 9:00 a.m. (IST) and end on Tuesday, 24<sup>th</sup> May, 2022 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. Members are requested to carefully read the instructions given in the Notes forming part of this Postal Ballot Notice.

In accordance with the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of votes cast. Based on the Scrutinizer's Report, the Results of the Postal Ballot will be announced at or before 5:00 p.m. on Thursday, 26<sup>th</sup> May, 2022 and will be displayed at the Registered Office of the Company at P-15/1, Taratala Road, Kolkata-700 088 and communicated to National Stock Exchange of India Limited and BSE Limited where the Equity Shares of the Company are listed. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL) for displaying the same on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Results of the Postal Ballot along with the Scrutinizer's Report shall also be placed on the Company's website at [www.centuryply.com](http://www.centuryply.com).

The last date specified by the Company for e-voting, i.e, Tuesday, 24<sup>th</sup> May, 2022 shall be the date on which the proposed resolutions shall be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS**

##### **Item no. 1 – Appointment of Ms. Ratnabali Kakkar (DIN: 09167547) as an Independent Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Ms. Ratnabali Kakkar (DIN: 09167547), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027.”

“RESOLVED FURTHER that the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

##### **Item no. 2-Re-appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Smt. Nikita Bansal (DIN: 03109710), as an Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> February, 2022 to 31<sup>st</sup> January, 2027, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Smt. Nikita Bansal, which agreement also be and is hereby approved.”

“RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“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 Smt. Nikita Bansal as it may deem fit and as may be acceptable to her, 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.”

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

16<sup>th</sup> April, 2022  
Registered Office:  
P-15/1, Taratala Road  
Kolkata- 700 088

#### **NOTES**

1. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) in respect of the Special business set out above are annexed hereto.
2. The words “Members” and “Shareholders” are used interchangeably.
3. In view of the continuing restrictions due to outbreak of COVID-19 and in accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members or List of Beneficial Owners as on the close of working hours on Friday, 15<sup>th</sup> April, 2022 (“Cut-Off Date”), as received from the Depositories and whose e-mail address is registered with the Company / Depositories/ RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

4. The Postal Ballot Notice will also be available on the Company's website at [www.centuryply.com](http://www.centuryply.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members whose names will appear in the Register of Members or List of Beneficial Owners as on Friday, 15<sup>th</sup> April, 2022, being the cut-off date, will be entitled to vote on the Resolutions set forth in this Notice and voting rights shall be reckoned on the paid-up value of shares registered in their name on that date. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
6. The Resolutions, if passed by the requisite majority through postal ballot, shall be deemed to have been passed at a general meeting of the Members.
7. All the documents referred to in this Notice and the Explanatory Statement, will be available for inspection under Investor Section of the Company's website [www.centuryply.com](http://www.centuryply.com) from the date of circulation of this Notice up to the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours. Members seeking to inspect such documents can send an email to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) mentioning their names, folio numbers, DP ID and Client ID.
8. The Members whose e-mail address is not registered with the Company/Depositories, may register the same by clicking the link: <https://mdpl.in/form/email-update> and following the instructions given therein or by giving details of folio number, e-mail address and self-attested copy of PAN card to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) on or before 05:00 p.m. (IST), Tuesday, 10<sup>th</sup> May, 2022. After successful registration of the e-mail address and request received from the Shareholders on or before the said date, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address.
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Century Plyboards (India) Limited, 'Century House', P-15/1, Taratala Road, Kolkata-700 088 or at email: [investors@centuryply.com](mailto:investors@centuryply.com). For queries/ clarification/ grievance regarding e-voting, Members may contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

#### **10. INSTRUCTIONS FOR E-VOTING**

The detailed procedure and manner for voting electronically on NSDL e-voting system are explained herein below:

##### **Step 1: Access to NSDL e-Voting system**

##### **Step 2: Cast your vote electronically on NSDL e-Voting system**





##### **Details on Step 1: Access to NSDL e-Voting system:**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>I. NSDL IDeAS facility</b></p> <p><b>a) <u>If you are already registered, follow the below steps:</u></b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>3. A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol> <p><b>b) <u>If you are not registered, follow the below steps:</u></b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDeAS” appearing on the left hand side of the home page of e-services or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. After successful registration, please follow steps given in points 1-5.</li> </ol> <p><b>II. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p><b>III. Mobile Application</b></p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” by scanning the QR code given below for seamless voting experience:</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit the website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the “New System Myeasi” option available under “<b>Login</b>” section.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service providers (ESP) i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from the E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or calling at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contacting at 022- 23058738 or 022-23058542-43

**B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders/ Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
A. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

6. Your password details are given below:
  - i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

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

**Details on Step 2: Cast your vote electronically on NSDL e-Voting system:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / appropriate authorisation, together with the attested specimen signature(s) of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at: [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Corporate and institutional shareholders can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) and /or Ms. Pallavi Mhatre, Manager- NSDL at [evoting@nsdl.co.in/pallavid@nsdl.co.in](mailto:evoting@nsdl.co.in/pallavid@nsdl.co.in).

### **Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, Number of Equity Shares held, scanned copy of the share certificate (front and back) along with self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone/Mobile Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding, by email to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) or by visiting the email updation link of the Company’s Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. as given below:

Link for email registration - <http://mdpl.in/form/email-update>

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to the Company at [investors@centuryply.com](mailto:investors@centuryply.com) or register/update the same through respective Depository Participants (DPs). Any such updation effected by the DPs will automatically reflect subsequently in the Company's records. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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

### **Item No. 1**

#### **Appointment of Ms. Ratnabali Kakkar (DIN: 09167547) as an Independent Director**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company through a resolution passed by Circulation on 26<sup>th</sup> March, 2022, approved the appointment of Ms. Ratnabali Kakkar (DIN: 09167547) as an Additional Director on the Board of the Company in Independent category for a term of 5 (five) years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, subject to approval of the shareholders of the Company.

The Board of Directors of the Company through a resolution passed by Circulation, decided to seek approval of the Shareholders for the aforesaid appointment through Postal Ballot under Section 110 of the Companies Act, 2013.

In terms of Regulation 17(1)(a) of the Listing regulations, the Board of Directors of the top 1000 Listed entities is required to have at least one independent woman director. Further, pursuant to the provisions of Section 161 of the Act, Ms. Ratnabali Kakkar will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, effective from 1<sup>st</sup> January, 2022, the Company is required to obtain approval of shareholders for appointment of a new Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Ratnabali Kakkar for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Ms. Kakkar has a Bachelor's degree (Hons.) in English Literature from University of Calcutta and holds a Master's degree in Business Administration (Finance & Marketing) from the Indian Institute of Management IIM, Calcutta. Ms Kakkar joined various corporate boards following a distinguished international banking career in the United Kingdom, Hong Kong and the USA. She comes with an experience of over 40 years including over 25 years of international experience in Banking, Financial Services and Wealth Management. Her areas of expertise are revenue growth, strategic planning and execution, team leadership, corporate governance and risk.

Ms. Kakkar initially joined HSBC India, where she spent 13 years in various commercial and corporate banking roles in Mumbai. She has worked for Barclays Private Bank, Merrill Lynch and Standard Chartered Bank based in London and was Head of International Premium Banking for Guaranty Trust Bank U.K. She is a trustee on the board of U.K based charity Africa Research Excellence Fund where she chairs the Institutional Due Diligence committee, and is an Independent Non-Executive Director on the boards of Lux Industries Ltd. and Vikram Solar Ltd. She has founded and developed Magellan Wealth Management, a boutique multiple family office based in London providing a platform for wealth planning, inter-generational wealth transfer and philanthropy for South Asian and African families. Ms Kakkar is a member of the Institute of Directors London, Women on Boards UK.

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

The Company has received from Ms. Ratnabali Kakkar (i) consent to act as Director, if appointed, 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 she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) declaration to the effect that she meets the criteria of independence as prescribed under Section 149 of the Act, Rules thereunder and under Regulation 16(1)(b) of the Listing Regulations; (iv) declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The directorships held by her are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of draft letter of appointment of Ms. Ratnabali Kakkar as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Ms. Ratnabali Kakkar fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that she is independent of the Company's management. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director. Her vast knowledge and varied experience will be of immense value to the Company and hence her appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2). Accordingly, the Directors are of the view that appointment of Ms. Ratnabali Kakkar as an Independent Director of the Company would be of immense benefit to the Company.

Ms. Ratnabali Kakkar shall be paid remuneration by way of fee for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by the Nomination and Remuneration Committee from time to time.

Except Ms. Ratnabali Kakkar and her relatives, no other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 of this Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

As per Regulation 25(2A) of the Listing regulations, with effect from 1<sup>st</sup> January, 2022, appointment of Independent Director requires approval of the members of the Company by way of Special Resolution. As such, the Board of Directors recommends the Special Resolution set out in the Item No. 1 of the Notice for your approval.

## **Item No. 2**

### **Re-appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company**

Smt. Nikita Bansal was appointed as an Executive Director of the Company for a period of five years from 1<sup>st</sup> February, 2017 to 31<sup>st</sup> January, 2022. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 2<sup>nd</sup> November, 2021 approved her re-appointment as an Executive Director of the Company for a further period of five years from 1<sup>st</sup> February, 2022 to 31<sup>st</sup> January, 2027, subject to approval of the shareholders of the Company, on the following terms, conditions and remuneration:

### **I. SALARY:**

Rs. 1,00,00,000/- per annum, payable on monthly basis, 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.2,40,00,000/- per annum.

### **II. PERQUISITES:**

In addition to salary, Smt. Nikita Bansal 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.

Smt. Nikita Bansal 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 her.
- b) Mobile phone and telephone facilities at the residence for official use. Personal long distance calls shall be billed by the Company to her.
- 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 1% 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, perquisites, commission, etc. payable to Smt. Nikita Bansal 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).

Smt. Nikita Bansal is the daughter of Shri Sanjay Agarwal, Chief Executive Officer and Managing Director. She has done her graduation in Economics and is also a Minor in Business and Mathematics from New York University. She has been heading the Century Door product line and has played an important role in the phenomenal growth in sales of the Company's panel products. She has also been instrumental in leading change management efforts within the Company like vision and goal setting, internal communication, employee engagement, travel desk, etc.

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

Approval of the members is required by way of Ordinary Resolution for re-appointment of Smt. Nikita Bansal as an Executive Director, liable to retire by rotation and for payment of remuneration to her. Smt. Nikita Bansal satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Smt. Nikita Bansal would be of immense benefit to the Company and hence recommend the Resolution at item no. 2 of this Notice for your approval.

Copy of agreement entered into by the Company and Smt. Nikita Bansal, setting out the terms and conditions of her reappointment as an Executive Director shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@centuryply.com.

Except Smt. Nikita Bansal, Shri Sanjay Agarwal and their relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in this resolution set out at Item No. 2 of the Notice.

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

16<sup>th</sup> April, 2022  
Registered Office  
P-15/1, Taratala Road  
Kolkata- 700 088

## **ANNEXURE TO THE NOTICE**

### **Details of Director seeking Appointment**

*(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')*

<b>Name</b>	<b>Ms. Ratnabali Kakkar</b>	<b>Smt. Nikita Bansal</b>
<b>Director's Identification Number (DIN)</b>	09167547	03109710
<b>Age (Years)</b>	64	32
<b>Nationality</b>	British- Overseas Citizen of India	Indian
<b>Qualifications</b>	Bachelor's degree (Hons) in English Literature from University of Calcutta; Master's degree in Business Administration (Finance & Marketing) from the Indian Institute of Management IIM, Calcutta.	Economic Graduate and Minor in Business and Mathematics from New York University
<b>Experience (Years)</b>	40 Years	11 years
<b>Expertise in specific functional area</b>	She has over 25 years of international experience in Banking, Financial Services and Wealth Management. Her areas of expertise are revenue growth, strategic planning and execution, team leadership, corporate governance and risk.	She has extensive knowledge and experience in Marketing, internal communication and administration.
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Ms. Ratnabali Kakkar has sufficient breadth of skills in areas of Leadership & Management, Financial & Accounting, Technical, Operations & Information Technology, Behaviour & Equanimity, Global Business, Risk Management and Legal, Corporate Strategy & Arrangements and Board Governance & Ethics. The Company believes that her skills, knowledge and experience on the Board will complement the effective functioning of the Company.	Not Applicable
<b>Date of first appointment on the Board of the Company</b>	1 <sup>st</sup> April, 2022	1 <sup>st</sup> February, 2017
<b>Shareholding in the Company (equity shares of F.V. Re. 1 each.) including shareholding as a beneficial owner (as on the date of this Notice)</b>	Nil	69,200

<b>Terms and conditions of appointment</b>	Appointed as an Independent Director for a term of 5 (five) years from 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2027, not liable to retire by rotation <sup>%</sup>	Tenure as Executive Director upto 31 <sup>st</sup> January, 2027, liable to retire by rotation <sup>%</sup>
<b>Details of Remuneration sought to be paid</b>	As per Explanatory Statement to item no. 1	As per Explanatory Statement to item no. 2
<b>Last drawn remuneration (Rs.) p.a.</b>	Not Applicable	Rs. 100 Lac
<b>Number of Board Meetings attended during the year</b>	Not Applicable	4
<b>List of directorships held in other Companies (excluding Foreign Companies)</b>	1. Lux Industries Ltd. 2. Vikram Solar Ltd.	1. Adonis Vyaper Private Ltd. 2. Apnapan Viniyog Private Ltd. 3. Century Coats Ltd 4. Century Infotech Ltd. 5. Star Cement North East Ltd. 6. Star Cement (I) Ltd. 7. Century Infra Ltd.
<b>Membership/ Chairmanships of Committees of Boards of other Companies**</b>	<u>Lux Industries Ltd.</u> Stakeholders' Relationship Committee- Member	None
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	Daughter of Shri Sanjay Agarwal

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

<sup>%</sup> Subject to approval of Shareholders.

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

16<sup>th</sup> April, 2022  
Registered Office  
P-15/1, Taratala Road  
Kolkata- 700 088