



Century Plyboards (India) Limited

CIN : L20101WB1982PLC034435

6, Lyons Range, Kolkata - 700001

Ph. No. : (033) 3940 3950, Fax : 033 2248 3539

Email : investors@centuryply.com, Website : www.centuryply.com

NOTICE

To
The Members,

Notice is hereby given that the following Resolution is circulated for approval of the Members of the Company to be accorded by Postal Ballot or by electronic voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014:

RESOLUTION FOR INCREASE IN NUMBER OF DIRECTORS ON THE BOARD OF THE COMPANY

To consider and, if thought fit, to give assent/ dissent to the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of Companies Act, 2013 and Article 168 of Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to increase the number of Directors on the Board of the Company to a maximum of 20 Directors.”

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

(Sundeep Jhunjunwala)
Company Secretary

Kolkata
7th November, 2014

NOTES:

1. A Statement setting out the material facts concerning the proposed special business pursuant to Section 102 of the Companies Act, 2013 is given hereunder.
2. The Company has appointed Shri Manoj Kumar Banthia of MKB & Associates, Practicing Company Secretary to act as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on 7th November, 2014. Voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member on that date.
4. In compliance with Section 101 of the Companies Act, 2013 read with Rule 18 and 22 of the Companies (Management & Administration) Rules, 2014, Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of

shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.

5. In compliance with Clause 35B of the Listing Agreement with Stock Exchanges and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is providing facility to Members to exercise their right to vote by electronic means.
6. Member(s) may exercise their vote either by sending Postal Ballot Form or by using e-voting facility. Member(s) are requested to read the instructions in this regard. However, in case Members cast their vote both by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
7. The result of the e-voting and Postal Ballot Forms shall be aggregated and declared by the Chairman, or in his absence by any other person, so authorized by the Chairman on Friday, 19th December at 11.00 A.M. at the Registered Office of the Company at 6, Lyons Range, Kolkata- 700 001 and the Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions.

The result of the postal ballot will be placed on the Company's website, i.e., www.centuryply.com and also be published in newspaper(s). The result shall also be communicated to all the Stock Exchanges where the equity shares of the Company are listed.

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As per existing Article 168 of the Articles of Association (AoA) of the Company, the number of Directors shall not be more than 15. The Company being a diversified Company engaged in various lines of businesses, presently has a Board of 12 Directors. As per Section 149(1) of the Companies Act, 2013 notified on 1st April, 2014, every company shall have a Board of Directors consisting of a maximum of 15 Directors. However, the first proviso to Section 149(1) of the Companies Act, 2013, permits a company to appoint more than 15 Directors after obtaining shareholders' approval by way of a Special Resolution.

In the circumstances, Members' approval by way of a Special Resolution is sought in terms of Section 149(1) of the Companies Act, 2013 to increase the number of Directors on the Board of the Company to a maximum of 20 Directors.

None of the Directors, Key Managerial Personnel (KMP) and their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution.

Your Directors commend the Resolution for your approval as a Special Resolution

INSTRUCTIONS

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelop. Postage cover will be borne and paid by the Company. However, Business Reply Envelop containing Postal Ballots, if sent by Courier or by Registered Post at the expense of the registered Member will also be accepted. The Business Reply Envelop may also be deposited personally at the address given thereon.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Unsigned, incomplete, incorrect Forms will be rejected.
4. Members may not use all their votes and may not cast all their votes in the same way.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Tuesday, the 16th December, 2014. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.

6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than Tuesday, the 16th December, 2014.
7. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. 7th November, 2014(Friday).
10. There shall be one postal ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Business Reply Envelop as the same will be sent to the Scrutinizer and any extraneous paper found in such Business Reply Envelop would be destroyed by the Scrutinizer.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for providing facility to vote by electronic means. 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 by post:
- (i) User ID and initial password is provided at the bottom of Postal Ballot form overleaf.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (x) above, to cast your vote.
2. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.
 3. The Postal Ballot notice shall be available on the website of the Company, i.e. www.centuryply.com.
 4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for Shareholders available in the 'Downloads' section of NSDL's e-voting website - <https://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in.
 5. The e-voting commences on 17th November, 2014 (IST 9.00 A.M.) and ends on 16th December, 2014 (IST 6.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/ record date i.e. 7th November, 2014 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (i.e. the Record Date). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 6. In case, the Members who have been sent this Notice electronically and who do not want to avail the e-voting facility organised through NDSL, such members may send a request to the Company on "investors@centuryply.com" for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, the Company will despatch the same in physical form to enable the Members to send back the Postal Ballot by Tuesday, the 16th December, 2014.



CENTURYPLY[®]

Century Plyboards (India) Limited

CIN: L20101WB1982PLC034435

6, Lyons Range, Kolkata – 700001

Ph.No: (033) 3940 3950, Fax: 033 2248 3539

Email: investors@centuryply.com, Website: www.centuryply.com

POSTAL BALLOT FORM

Serial No.:

1. Name and Registered address of :
sole / first named member

2. Name(s) of Joint Holders, if any :

3. Ledger Folio / DP ID & Client ID No. :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in Notice of Postal Ballot dated 7th November, 2014 by sending my/our assent/dissent to the said Resolution by placing tick mark (✓) in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the resolution ('FOR')	I/We dissent to the resolution ('AGAINST')
1	Increase in number of Directors on the Board of the Company to a maximum of 20 Directors.			

Signed this.....day of.....2014.

.....
(Signature of the Shareholder(s))

Note: Please read the instructions printed in the Postal Ballot Notice carefully before exercising your vote.

E-voting Particulars

EVEN (e-voting event number)	User ID	Password