



CENTURY PLYBOARDS (INDIA) LIMITED

REGD. OFFICE : 6, LYONS RANGE, KOLKATA - 700 001

Company Application No. 804 of 2012

SCHEME OF ARRANGEMENT

Between

Century Plyboards (India) Limited

And

Star Ferro and Cement Limited

And

Their Respective Shareholders

Meeting of the Equity Shareholders of Century Plyboards (India) Limited convened by order of the Hon'ble High Court at Calcutta.

Day : Wednesday

Date : 13th February, 2013

Time : 3.30 P.M.

Venue : Indian Chamber of Commerce Auditorium,
10th Floor, 4, India Exchange Place
Kolkata - 700 001

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**COMPANY APPLICATION NO.804 OF 2012
IN THE HIGH COURT AT CALCUTTA
ORIGINAL JURISDICTION**

In the Matter of :
The Companies Act, 1956.

And

In the Matter of :
An application under Sections 391(1) and 393 of the said Act.

And

In the Matter of :
Century Plyboards (India) Limited, a Company incorporated under the provisions of the Companies Act, 1956, having its registered office at 6, Lyons Range, Kolkata 700 001 within the aforesaid jurisdiction.

And

Star Ferro And Cement Limited, a Company incorporated under the provisions of the Companies Act, 1956, having its registered office at 6, Lyons Range, Kolkata 700 001 within the aforesaid jurisdiction.

1. Century Plyboards (India) Limited
2. Star Ferro And Cement Limited

..... Applicants.

NOTICE CONVENING MEETING

**To The Equity Shareholders of
Century Plyboards (India) Limited**

TAKE NOTICE that by an order made on the 3rd day of January, 2013, the Hon'ble High Court at Calcutta has directed that a meeting of the Equity Shareholders of Century Plyboards (India) Limited, being the Applicant Company No.1 abovenamed (hereinafter referred to as "CPIL") be held at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata 700 001 on Wednesday, the 13th day of February, 2013 at 3:30 p.m. for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of Arrangement proposed to be made between CPIL and Star Ferro And Cement Limited, being the Applicant Company No.2 abovenamed and their respective shareholders.

TAKE FURTHER NOTICE that in pursuance of the said order meeting of the Equity Shareholders of CPIL for the purpose specified above will be held at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata 700 001 on Wednesday, the 13th day of February, 2013 at 3:30 p.m., when you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting, in person or by proxy provided that a proxy in the prescribed form, duly signed by you, is deposited at the registered office of CPIL, as aforesaid, not later than 48 hours before the said meeting.

The Court has appointed Mr. Deb Mukherjee, Advocate, to be the Chairperson of the said meeting of the Equity Shareholders of CPIL.

A copy each of the said Scheme of Arrangement, the Statement under Section 393 of the Companies Act, 1956 and a form of Proxy are enclosed herewith.

Dated this 14th day of January, 2013.

Sd/- Deb Mukherjee
Chairperson appointed for the meeting

NOTE : All alterations made in the form of Proxy should be initialled.

Drawn by :
For Khaitan & Co.
Sd/- Aniket Agarwal
Advocates for Applicant
1B, Old Post Office Street,
Kolkata 700 001.

Settled by :
Sd/- Ashik Chowdhury (14.01.2013)
Deputy Registrar (Court & Judicial)
High Court, O.S. Calcutta

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1. Century Plyboards (India) Limited
2. Star Ferro And Cement Limited

..... Applicants.

STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

1. The accompanying notice has been sent for convening a meeting of the Equity Shareholders of Century Plyboards (India) Limited, being the Applicant Company No.1 abovenamed (hereinafter referred to as "CPIL") for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Arrangement proposed to be made between CPIL and Star Ferro and Cement Limited, being the Applicant Company No.2 abovenamed (hereinafter referred to as "SFCL") and their respective Shareholders whereby and whereunder it is proposed to reorganise and reconstruct CPIL by transferring the Ferro Alloys and Cement Division of CPIL, as defined in the said Scheme of Arrangement, to SFCL together with the assets and liabilities of CPIL relating to such undertaking. The Ferro Alloys and Cement Division of CPIL comprises (i) ferro alloys and power plant at Byrnihat in the State of Meghalaya, (ii) 2,95,47,500 Equity Shares of Rs.10/- each in Cement Manufacturing Company Limited ("CMCL"), a Company manufacturing cement at Lumshnong in the State of Meghalaya and (iii) 83,58,998 Equity Shares of Rs.10/- each in Meghalaya Power Limited ("MPL"), a Company setting up a power plant for supplying power primarily to CMCL and shall mean and include all business property, rights and powers and all debts, liabilities, duties and obligations of CPIL pertaining to the Ferro Alloys and Cement Division. The rest of the assets, business and liabilities of CPIL shall continue to remain with CPIL. The salient features of the Scheme of Arrangement are given in paragraph 4 of this Statement. The detailed terms will appear from the enclosed copy of the Scheme.
2. The circumstances which justify and/or have necessitated the said Scheme of Arrangement are, inter alia, as follows:-
 - (a) CPIL is a well established concern carrying on and having interests in diverse lines of business directly and through its subsidiaries. The original business of CPIL was manufacture of plywood, laminate and allied products, including veneer, which it commenced from its first unit at Bishnupur in the State of West Bengal in 1986. In terms of a Scheme of Amalgamation, CPIL acquired with effect from 1st April 2005, the ferro alloys business of one Shyam Century Ferrous Limited ("Shyam Century") along with the investment of Shyam Century in its subsidiary company, namely Cement Manufacturing Company Limited (CMCL), a company carrying on the business of manufacture of cement. The units of both Shyam Century and CMCL are situated in the State of Meghalaya. This acquisition marked the first major diversification for CPIL in terms of nature of business and interests as also extension of its geographical area of operations. CPIL presently holds 2,95,47,500 Equity Shares of Rs.10/- each of CMCL constituting 70.48% of the total Issued, Subscribed and Paid up Share Capital of CMCL.
 - (b) The businesses and interests of CPIL have since evolved in more ways than one. At the time of acquisition of the ferro alloys business and interest in cement business as above, the size and reach of the original business of CPIL and size of such new business and interest were relatively small and manageable in one entity. The said businesses and interests have since grown from strength to strength pursuant to a series of acquisitions and capacity expansion projects.
 - (c) The plywood, laminate and allied products business of CPIL was already well established in 2005 with a strong brand, i.e., 'Centuryply' but was largely conducted from the eastern region of the country. With effect from 1st April 2007, CPIL acquired the veneer and plywood related business of Century Panels Private Limited, Sharon Veneers Private Limited and Sharon Wood Industries Private Limited in the States of Haryana and Tamil Nadu in terms of a Scheme of Amalgamation of the said Companies with CPIL. CPIL also acquired the local brands of the said companies as part of the amalgamation. In terms of another Scheme of Amalgamation Cent Ply Private Limited, a company having a plywood unit in the State of Assam, was amalgamated with CPIL.

with effect from 1st April, 2009. CPIL has also taken a stake in and holds 5,10,000 Equity Shares of Rs.10/- each constituting 51% of the total Issued, Subscribed and Paid up Share Capital of Auro Sundram Ply & Door Private Limited, a Company running a plywood unit in the State of Uttarakhand. The said acquisitions as also internal growth has resulted in considerable scaling up of the size and reach of the plywood, laminate and allied products business with well established brands and strong distribution and marketing network across the length and breadth of the country. As compared to a gross turnover of Rs.226.51 crores in the financial year 2005-2006, the said business of CPIL had an average gross turnover of Rs.823.70 Crores in the last three financial years, i.e 2009- 2012.

- (d) There has been a considerable scaling up of the ferro alloys and cement businesses as well since 2005. The ferro alloys business in CPIL has particularly benefited from higher capacity utilisation including commissioning of a Power Plant in March 2006. Such power plant is in the nature of a captive power plant with the power generated from the same being consumed by the ferro alloys plant in the first instance and only surplus power being sold to other parties. As compared to a gross turnover of Rs.14.15 crores in the financial year 2005-2006, the ferro alloys business of CPIL had an average gross turnover of Rs.117.51 crores in the last three financial years, i.e 2009-2012. The said figures are inclusive of turnover from external sales of power. The cement business under CPIL's subsidiary, i.e. CMCL has witnessed phenomenal growth fuelled by a strong demand for cement and capacity addition over the years. CMCL in turn has three operating subsidiaries namely, Megha Technical & Engineers Private Limited ("MTEPL"), Star Cement (Meghalaya) Limited ("SCML") and Meghalaya Power Limited ("MPL"). CMCL holds 2,73,36,400 Equity Shares of Rs.10/- each of MTEPL constituting 99.96% of the total Issued, Subscribed and Paid up Share Capital of MTEPL; 2,60,88,650 Equity Shares of Rs.10/- each of SCML constituting 100.00% of the total Issued, Subscribed and Paid up Share Capital of SCML; and 87,36,620 Equity Shares of Rs.10/- each of MPL constituting 51.00% of the total Issued, Subscribed and Paid up Share Capital of MPL. Whilst MTEPL is running a cement grinding unit in the State of Meghalaya, SCML is setting up a clinker plant in the said State and MPL is operating a 8 MW power plant. As compared to a gross turnover of Rs.152.32 crores in the financial year 2005-2006, the consolidated cement business under CMCL had an average gross turnover of Rs.534.23 crores in the last three financial years, i.e 2009-2012. The said ferro alloys business and cement business came together and are both carried on and conducted in the North East, i.e from the State of Meghalaya.
- (e) Whilst CPIL has also forayed into and acquired interests in other lines of business in addition to the above, the same are essentially related to the plywood, laminate and allied products business and/or are carried on and held incidentally thereto having a relatively small size of operations and turnover. The said plywood, laminate and allied products business on the one hand and ferro alloys and cement business on the other hand constitute the largest business segments of the consolidated CPIL and are poised to grow further. A capacity expansion project in the consolidated cement business from existing 1.2 Million Tonnes per annum is underway and is expected to be operational in a few months. At present such capacity is being expanded to 2.8 Million Tones per annum. Further, MPL, a subsidiary of CMCL, is in the process of establishing a 51 Mega Watt ("MW") power plant for supplying power to CMCL, MTEPL and SCML out of which facility for 8 MW has already been commissioned and balance 43 MW is also expected to be commissioned shortly. Whilst 87,36,620 Equity Shares of Rs.10/- each constituting 51% of the total Issued, Subscribed and Paid up Share Capital of MPL are held by CMCL, 83,58,998 Equity Shares constituting 48.80% of the total Issued, Subscribed and Paid up Share Capital of MPL are held by CPIL.
- (f) The present day nature and size of the ferro alloys and cement business on the one hand and plywood, laminate and allied products business on the other hand, including geographical footprint of such plywood, laminate and allied products business, are such that the divergent considerations, factors, financials, risks and rewards applicable to the running, growth and development of such businesses are required to be addressed with greater focus at all levels. Such size and divergent nature of the said businesses are also such that they are required to be evaluated and looked at separately. At present any prospective investor, strategic partner or other stakeholder interested in investing in equity capital or participating and taking a stake in any other form in either business has to look at and pay for the other business as well since the businesses are largely held in or through one company, i.e., CPIL. The said businesses have good potential for funding, running, growth and development thereof as independent businesses.
- (g) In view, inter alia, of the aforesaid and as part of an overall business reorganisation plan and in order to take the respective businesses to the next level of growth it is necessary to segregate and realign the businesses and interests of CPIL appropriately. In the circumstances it is considered desirable and expedient to reorganise and reconstruct CPIL by demerging the Ferro Alloys and Cement Division of CPIL, including its investments in CMCL and MPL, to SFCL in the manner and on the terms and conditions stated in the said Scheme of Arrangement. SFCL is presently a wholly owned (100%) subsidiary of CPIL.
- (h) The demerger will simplify and rationalise the holding structure of various businesses and interests of CPIL and result in creation of two more focussed entities, i.e. (a) CPIL having interests primarily in the plywood, laminate and allied products business and (b) SFCL having interests primarily in ferro alloys and cement business. Consequent to the demerger, the plywood, laminate and allied products business and ferro alloys and cement business will be capable of independent evaluation. The same will unlock shareholders value and enable independent funding of the said businesses as also suitable strategic, technological and/or financial alliance and participation of appropriate partners and stakeholders in such business.
- (i) The demerger will enable the plywood, laminate and allied products business and ferro alloys and cement business to be held, carried on and monitored by CPIL and SFCL respectively with independent management and administrative set-up and greater focus, attention and specialisation. The Scheme will facilitate the business considerations and factors peculiar to the respective businesses to be addressed more effectively and adequately by the respective Companies.
- (j) The demerger will enable the said businesses to be carried on more conveniently and advantageously and will unlock the capacity of each of the businesses to raise and access larger funds for running, growth and expansion thereof on the basis of their individual strengths and operating parameters and independent evaluation.

(k) The demerger will assist in the potential of the respective businesses being realized more fully and will have beneficial results for the said Companies, their shareholders and all concerned. The Scheme is proposed accordingly.

3. SHARE CAPITAL AND FINANCIAL POSITION OF CPIL AND SFCL :-

A. CPIL :

(a) The Authorised Share Capital of CPIL is Rs.67,05,00,000/- divided into 65,05,00,000 Equity Shares of Re.1/- each, 15,00,000 Preference Shares of Rs.10/- each and 50,000 Preference Shares of Rs.100/- each. The Issued Share Capital of CPIL presently is Rs.22,35,52,990 divided into 22,35,52,990 Equity Shares of Re.1 each. The Subscribed and Paid Up Share Capital of CPIL presently is Rs.22,25,27,240/- divided into 22,21,72,990 Equity Shares of Re.1 each and a sum of Rs.3,54,250/- originally paid up on forfeited Equity Shares. CPIL had also issued 5,00,000 9% Cumulative Redeemable Preference Shares of Rs.10/- each. The said shares have since been redeemed on 18 September 2012.

(b) The annual accounts of CPIL have been audited as at March 31, 2012. The following summary extracted from the said accounts indicates the financial position of CPIL as on the said date as follows:-

(i) CPIL had neither issued nor agreed to issue any debentures as on the said date.

(ii) Apart from the Current Liabilities and Provisions which are incurred and disposed of in the normal course of business, CPIL had the following liabilities :

	(Rs. in Lakhs)
Long Term Borrowings	6,434.95
(iii) Paid-up Share Capital	2,275.27
Add Reserves & Surplus	28,977.54
Net Shareholders' Fund	31,252.81
	=====
Assets (including Current Assets and	
Deferred Tax Assets)	78,178.28
Liabilities (including Current Liabilities and Provisions)	46,925.47
Excess of Assets over Liabilities	31,252.81
	=====

(c) Subsequent to the date of the aforesaid audited annual accounts, i.e. March 31, 2012, there has been no substantial change in the financial position of CPIL excepting those arising or resulting from the usual course of business. CPIL, being a listed Company, has also published its financial results for the quarters ended on 30th June, 2012 and 30th September 2012 in accordance with the listing agreements with the Stock Exchanges.

B. SFCL :

(a) The Authorised Share Capital of SFCL is Rs.10,00,000/- divided into 10,00,000 Equity Shares of Re.1/- each. The Issued, Subscribed and Paid-up Share capital of SFCL is Rs.5,00,000/- divided into 5,00,000 Equity Shares of Re.1/- each fully paid up. All the aforesaid Equity Shares issued by SFCL are held by CPIL and its nominees. Accordingly, SFCL is presently a wholly owned (100%) subsidiary of CPIL.

(b) The annual accounts of SFCL have been audited as at March 31, 2012. The following summary extracted from the said accounts indicates the financial position of SFCL as on the said date as follows:-

(i) SFCL had neither issued nor agreed to issue any debentures as on the said date.

(ii) Apart from Current Assets and Current Liabilities and Provisions which are incurred and disposed of in the usual normal course of business, SFCL had no other liabilities as on the said date.

	(Rs. in Lakhs)
(iii) Paid-up Share Capital	5.00
Less Deficit in Reserves and Surplus	0.10
Net Shareholders' Fund	4.90
	=====
Assets (including Current Assets and Deferred Tax Assets)	4.96
Liabilities (including Current Liabilities & Provisions)	0.06
Excess of Assets over Liabilities	4.90
	=====

- (c) Subsequent to the date of the aforesaid audited annual accounts, i.e. March 31, 2012, there has been no substantial change in the financial position of SFCL.

4. **SALIENT FEATURES OF THE SCHEME :-**

The salient features of the said Scheme of Arrangement are summarised for your convenience as follows :-

- (a) The Scheme shall be operative from the Appointed Date, i.e., the 1st day of April, 2012.
- (b) The Scheme is conditional upon and subject to:
- Approval of the Scheme by the requisite majority of the members of CPIL and SFCL; and
 - Sanction of the Scheme by the Hon'ble High Court at Calcutta pursuant to Section 391 of the Companies Act, 1956 (hereinafter referred to as "the Act").

Accordingly, the Scheme although operative from the Appointed Date shall become effective on the Effective Date, being the date or last of the dates on which certified copies of the order of the Hon'ble High Court at Calcutta sanctioning the Scheme are filed with the Registrar of Companies, West Bengal by CPIL and SFCL.

- (c) On the approval of the Scheme by the members of CPIL and SFCL pursuant to Section 391 of the Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 81(1-A), 100 or any other provisions of the Act to the extent the same may be considered applicable.
- (d) With effect from the Appointed Date, the Ferro Alloys and Cement Division of CPIL, including all properties, assets, rights and powers and all debts, liabilities, duties and obligations of CPIL relating thereto shall be transferred to SFCL in the manner and subject to the modalities for transfer and vesting detailed in the Scheme.
- (e) The transfer and vesting of the Ferro Alloys and Cement Division of CPIL, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over the assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the assets of Ferro Alloys and Cement Division of CPIL or part thereof on or over which they are subsisting on transfer to and vesting of such assets in SFCL and no such charges, mortgages, and/or encumbrances shall extend over or apply to any other asset(s) of SFCL. Any reference in any security documents or arrangements (to which CPIL is a party) to any assets of CPIL shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of SFCL. Similarly, SFCL shall not be required to create any additional security over assets of Ferro Alloys and Cement Division of CPIL acquired by it under the said Scheme for any loans, debentures, deposits or other financial assistance already availed/to be availed by SFCL and the charges, mortgages, and/or encumbrances in respect of such indebtedness of SFCL shall not extend or be deemed to extend or apply to the assets of Ferro Alloys and Cement Division so acquired by SFCL. It is clarified that the transfer of the Ferro Alloys and Cement Division of CPIL to SFCL shall not affect the subsisting charges, mortgages and encumbrances over the assets retained by CPIL or any part thereof and such charges, mortgages and encumbrances shall continue to be applicable in respect of such assets.
- (f) SFCL undertakes to engage on and from the Effective Date all the employees of CPIL engaged in the Ferro Alloys and Cement Division on the same terms and conditions on which they are engaged by CPIL without any interruption of service as a result of the transfer of the Ferro Alloys and Cement Division to SFCL. SFCL agrees that the services of all such employees with CPIL upto the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits. The accumulated balances, if any, standing to the credit of the employees of the Ferro Alloys and Cement Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by SFCL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by SFCL. Pending the transfer as aforesaid, the dues of the employees of the Ferro Alloys and Cement Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.
- (g) All contracts, deeds, bonds, agreements and other instruments of whatsoever nature relating to the Ferro Alloys and Cement Division to which CPIL is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of SFCL and may be enforced as fully and effectually as if instead of CPIL, SFCL had been a party thereto.
- (h) All legal, or other proceedings by or against CPIL and relating to the Ferro Alloys and Cement Division, including proceedings under various tax laws, shall be continued and enforced by or against SFCL only. If proceedings are taken against CPIL, CPIL will defend on notice or as per advice of SFCL at the costs of SFCL and SFCL will indemnify and keep indemnified CPIL from and against all liabilities, obligations, actions, claims and demands in respect thereof.
- (i) The rest of the business, assets and liabilities of CPIL shall continue to belong to and be vested in and be managed by CPIL.
- (j) Upon the Scheme becoming effective and in consideration of the demerger and transfer of the Ferro Alloys and Cement Division, SFCL shall, without further application, issue and allot to the shareholders of CPIL whose names shall appear in the Register of Members of CPIL as on a Record Date to be fixed by CPIL in consultation with SFCL, 1 (One) Equity Share of Re.1/- each in SFCL, credited as fully paid up for every 1 (One) Equity Share of Re.1/- each held by them in CPIL.
- (k) All the Equity Shares to be issued and allotted by SFCL to the Equity Shareholders of CPIL under this Scheme shall rank *pari passu* in all respects with the existing Equity Shares of SFCL. Further such Equity Shares shall pursuant to circular issued by the

Securities Exchange Board of India (SEBI) on 3 September 2009 bearing No.SEBI/CFD/SCRR/01/2009/03/09 and subject to compliance with requisite formalities be listed and/or admitted to trading on the relevant stock exchange(s) where the existing Equity Shares of CPIL are listed and/or admitted to trading.

- (l) In respect of the shareholding of the members in CPIL held in the certificate form, the Equity Shares in SFCL shall be issued to such members in certificate form. Members of CPIL desirous of receiving the new shares in SFCL in dematerialised form should have their shareholding in CPIL dematerialised on or before the Record Date.
 - (m) SFCL will take necessary steps to increase its authorised share capital suitably pursuant to the Scheme becoming effective to enable it to issue and allot the Equity Shares to the shareholders of CPIL as aforesaid.
 - (n) The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
 - (o) All existing shares held by CPIL and its nominees in SFCL, i.e. 5,00,000 Equity Shares of Re.1/- each shall stand cancelled, without any further act or deed, upon the new Equity Shares being issued by SFCL to the shareholders of CPIL as on the Record Date in terms of the Scheme and until such cancellation shall continue to be held by the said shareholders
 - (p) Shares in SFCL shall be allotted to the shareholders of CPIL as on the Record Date and existing capital of SFCL held by CPIL shall stand cancelled as provided in this Scheme. There shall be no change in the shareholding pattern or control in SFCL between the Record Date and listing which may affect the status of approval of the stock exchanges to the said Scheme.
 - (q) With effect from the Appointed Date and upto the Effective Date:
 - (i) CPIL undertakes to carry on the business of the Ferro Alloys and Cement Division in the ordinary course of business and CPIL shall be deemed to have carried on and to be carrying on all business and activities relating to the Ferro Alloys and Cement Division for and on account of and in trust for SFCL.
 - (ii) All profits accruing to CPIL (including taxes paid thereon) or losses arising or incurred by it relating to the Ferro Alloys and Cement Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits (including taxes paid) or losses, as the case may be of SFCL.
 - (iii) CPIL shall be deemed to have held and stood possessed of the properties to be transferred to SFCL for and on account of and in trust for SFCL and, accordingly, CPIL shall not (without the prior written consent of SFCL) alienate, charge or otherwise deal with or dispose of the Ferro Alloys and Cement Division or any part thereof except in the usual course of business.
 - (r) The assets and liabilities of the Ferro Alloys and Cement Division shall be transferred to SFCL at their values as appearing in the books of account of CPIL as on the Appointed Date. The difference between the value of the said assets and liabilities of the Ferro Alloys and Cement Division so recorded in the books of account of SFCL, as reduced by the aggregate face value of the Equity Shares issued and allotted by SFCL in terms of the Scheme above shall be adjusted in reserves. An amount equivalent to the Capital Investment Subsidy received by CPIL in relation to the Ferro Alloys and Cement Division and credited to Capital Reserves in the books of account of CPIL shall be credited to Capital Reserves in the books of SFCL. The difference between the book value of the assets and liabilities of the Ferro Alloys and Cement Division remaining after reducing therefrom Issued Share Capital and Capital Reserves as above shall be credited to General Reserves in the books of account of SFCL or dealt with in any other manner, as may be deemed fit by the Board of Directors of SFCL or Committee thereof.
 - (s) In the books of account of CPIL the difference between the assets and liabilities of the Ferro Alloys and Cement Division, shall be first adjusted against the Capital Reserves of CPIL to the extent such reserves were created on receipt of Capital Investment Subsidy in relation to Ferro Alloys and Cement Division as above. The remaining difference shall be thereafter adjusted against General Reserves of CPIL.
 - (t) Subject to the aforesaid, the Board of Directors of CPIL and SFCL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.
5. The Board of Directors of CPIL and SFCL have at their respective meetings by resolutions passed unanimously, approved of the said Scheme of Arrangement.
6. The aggregate assets of SFCL and Ferro Alloys and Cement Division of CPIL are more than sufficient to meet their aggregate liabilities. Further, the remaining assets of CPIL are also more than sufficient to meet the remaining liabilities of CPIL and the said Scheme will not adversely affect the rights of any of the creditors of CPIL or SFCL in any manner whatsoever and due provisions have been made for payment of all liabilities as and when the same fall due in usual course.
7. There are no proceedings pending under Sections 235 to 251 of the Companies Act, 1956 against CPIL or SFCL.
8. Mr. Sajjan Bhajanka, Mr. Hari Prasad Agarwal and Mr. Sanjay Agarwal are common Directors of CPIL and SFCL. The Directors' shareholdings in CPIL and SFCL are as follows :

<u>Names of Directors</u>	<u>Equity Shares in CPIL</u>	<u>Equity Shares in SFCL</u>
Directors of CPIL:		
Mr. Sajjan Bhajanka	2,45,71,570	1 (*)
Mr. Hari Prasad Agarwal	24,35,760	1 (*)

<u>Names of Directors</u>	<u>Equity Shares in CPIL</u>	<u>Equity Shares in SFCL</u>
Mr. Sanjay Agarwal	2,32,18,740	1 (*)
Mr. Vishnu Khemani	74,86,857	Nil
Mr. Prem Kumar Bhajanka	1,54,58,510	Nil
Mr. Ajay Baldawa	76,000	Nil
Mr. Manindra Nath Banerjee	Nil	Nil
Mr. Mangi Lal Jain	4,100	Nil
Ms. Plistina Dkhar	750	Nil
Mr. Samarendra Mitra	Nil	Nil
Mr. Santanu Ray	Nil	Nil
Mr. Asit Pal	Nil	Nil

Directors of SFCL:

Mr. Sajjan Bhajanka	2,45,71,570	1(*)
Mr. Hari Prasad Agarwal	24,35,760	1(*)
Mr. Sanjay Agrawal	2,32,18,740	1(*)

The shares in SFCL indicated against the asterisk (*) mark above are held by the Directors of SFCL as nominee for CPIL, the holding Company of SFCL. Save as aforesaid none of the Directors of CPIL and SFCL have any material interest in the said Scheme of Arrangement.

9. In consideration of transfer of Ferro Alloys and Cement Division of CPIL, SFCL will issue and allot to the shareholders of CPIL, 1 (One) Equity Share of Re.1/- each in SFCL, credited as fully paid up for every 1 (One) Equity Share of Re.1/- each held by them in CPIL. Such entitlement ratio of shares has been fixed on a fair and reasonable basis and on the basis of the Report of Messrs. Haribhakti & Co., a reputed firm of Chartered Accountants. Further, Microsec Capital Limited, independent Merchant Bankers have also confirmed that such ratio is fair as under:

"Based on the information, material and data made available to us, including the Report of the Financial Advisor and the working thereto, in our opinion the Entitlement Ratio recommended by the Financial Advisor is fair and proper."

Copies of the aforesaid Report issued by Messrs. Haribhakti & Co. and Fairness Opinion issued by Microsec Capital Limited are available for inspection as specified in paragraph 12 herein below.

10. SFCL is an unlisted Company while CPIL is a Listed Company. The shares of CPIL are listed in BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE"). CPIL has duly filed the Scheme with the said Stock Exchanges pursuant to the listing agreements. With reference to such filing, the said Stock Exchanges have by their respective letters dated 18 June 2012 (NSE) and 27 June 2012 (BSE), inter alia, noted that listing of the new Equity Shares to be issued and allotted by SFCL to the shareholders of CPIL shall be subject to the Securities and Exchange Board of India (SEBI) granting relaxation under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957 and CPIL and SFCL fulfilling the criteria of the said Stock Exchanges for listing and also complying with all the provisions contained in SEBI circular No. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009 and Rules, Byelaws, and Regulations of the Exchanges and other applicable statutory requirements. In addition to the same, the said Stock Exchanges have noted that CPIL would have to satisfy the following further conditions for listing:

- Submit information Memorandum containing all the information about SFCL and its group companies in line with the disclosure requirements applicable for public issues for making the same available to the public through the website of the Exchanges. Further, SFCL would have to make the same available to the public through the website of SFCL as well.
- Publish advertisement in the newspaper containing all the information about SFCL in line with the details required as per the aforesaid SEBI circular. Such advertisement would have to draw a specific reference to the aforesaid Information Memorandum available on the website of SFCL as well as the stock exchanges.
- Disclose all material information about SFCL to the Stock Exchanges on a continuous basis so as to make the same public.

The said Stock Exchanges also required incorporation in the Scheme, of provisions for (a) shareholding pattern and control of SFCL not being changed between the Record Date and listing of the new Equity Shares of SFCL and (b) trading of such new Equity Shares of SFCL being frozen on the depositories system till listing/ trading permission is given.

The said Stock Exchanges have by their said letters dated 18 June 2012 (NSE) and 27 June 2012 (BSE) given their 'No-objections' to the Scheme with limited reference to those matters having bearing on listing/delisting/continuous listing requirements within the provisions of the Listing Agreement, so as to enable CPIL and SFCL to file the scheme with the Hon'ble High Court. The said provisions required to be incorporated in the Scheme as above have been included in Clauses 10.6 and 10.7 of the enclosed Scheme. Further, SFCL is committed to seeking listing of the new Equity Shares of SFCL in terms of the Scheme and will take all necessary steps in this regard in accordance with the observations of the Stock Exchanges upon the Scheme becoming effective. Copies of the said letter dated 18 June 2012 of NSE and letter dated 27 June 2012 of BSE are also available for inspection as specified in paragraph 12 herein below.

11. The existing capital structure and shareholding pattern of CPIL and SFCL and expected capital structure and shareholding pattern of SFCL consequent to the Scheme of Arrangement are as under:-

A. Pre-arrangement capital structure / shareholding pattern of CPIL

Category of Shareholder	No. of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
				As a percentage of (A+B)	As a percentage of (A+B+C)	No. of Shares	As a Percent age
(A) Shareholding of Promoter and Promoter Group							
1) Indian							
(a) Individuals/Hindu Undivided Family	22	122600297	122600297	55.1824	55.1824	3000000	2.4470
(b) Central Government/State Government(s)	–	–	–	–	–	–	–
(c) Bodies Corporate	6	39329080	39329080	17.7020	17.7020	N i l	N i l
(d) Financial Institutions/Banks	–	–	–	–	–	–	–
(e) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (A)(1)	28	161929377	161929377	72.8844	72.8844	3000000	1.8527
(2) Foreign							
(a) Individuals (Non-Resident Individuals/Foreign Individuals)	–	–	–	–	–	–	–
(b) Bodies Corporate	–	–	–	–	–	–	–
(c) Institutions	–	–	–	–	–	–	–
(d) Qualified Foreign Investor	–	–	–	–	–	–	–
(e) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (A)(2)	–	–	–	–	–	–	–
Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	28	161929377	161929377	72.8844	72.8844	3000000	1.8527
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds/UTI	1	1219	1219	0.0005	0.0005	–	–
(b) Financial Institutions/Banks	–	–	–	–	–	–	–
(c) Central Government/State Government(s)	–	–	–	–	–	–	–
(d) Venture Capital Funds	–	–	–	–	–	–	–
(e) Insurance Companies	–	–	–	–	–	–	–
(f) Foreign Institutional Investors	8	2146202	2146202	0.9660	0.9660	–	–
(g) Foreign Venture Capital Investors	–	–	–	–	–	–	–
(h) Qualified Foreign Investor	–	–	–	–	–	–	–
(i) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (B)(1)	9	2147421	2147421	0.9665	0.9665	–	–
(2) Non-institutions							
(a) Bodies Corporate	408	29034391	29017891	13.0684	13.0684	–	–
(b) Individuals-							
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	8255	6762192	5542509	3.0437	3.0437	–	–
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	24	22149566	22149566	9.9695	9.9695	–	–
(c) Any other (specify)-							
Trusts	6	108750	108750	0.0489	0.0489	–	–
Clearing Member	24	8466	8466	0.0038	0.0038	–	–
Non Resident Individual	41	32827	32827	0.0148	0.0148	–	–
Sub-Total (B)(2)	8758	58096192	56860009	26.1491	26.1491	–	–
Total public shareholding (B) = (B)(1)+(B)(2)	8767	60243613	59007430	27.1156	27.1156	–	–
Total (A)+(B)	8795	222172990	220936807	100.0000	100.0000	3000000	1.3503
(C) Shares held by custodians and against which depository Receipts have been issued							
(1) Promoter and Promoter Group	–	–	–	–	–	–	–
(2) Public	–	–	–	–	–	–	–
GRAND TOTAL (A)+(B)+(C)	8795	222172990	220936807	100.0000	100.0000	3000000	1.3503

B. Pre-arrangement capital structure/ shareholding pattern of SFCL

SFCL has issued 5,00,000 Equity Shares of Re.1/- each which are all presently held in certificate form by its promoters, i.e., CPIL along with its six individual nominees. Such existing shares of SFCL are not encumbered.

C. Post-arrangement capital structure/ shareholding pattern of SFCL

Category of Shareholder	No. of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
				As a percentage of (A+B)	As a percentage of (A+B+C)	No. of Shares	As a Percent age
(A) Shareholding of Promoter and Promoter Group							
1) Indian							
(a) Individuals/Hindu Undivided Family	22	122600297	122600297	55.1824	55.1824	3000000	2.4470
(b) Central Government/State Government(s)	–	–	–	–	–	–	–
(c) Bodies Corporate	6	39329080	39329080	17.7020	17.7020	N i l	N i l
(d) Financial Institutions/Banks	–	–	–	–	–	–	–
(e) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (A)(1)	28	161929377	161929377	72.8844	72.8844	3000000	1.8527
2) Foreign							
(a) Individuals (Non-Resident Individuals/Foreign Individuals)	–	–	–	–	–	–	–
(b) Bodies Corporate	–	–	–	–	–	–	–
(c) Institutions	–	–	–	–	–	–	–
(d) Qualified Foreign Investor	–	–	–	–	–	–	–
(e) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (A)(2)	–	–	–	–	–	–	–
Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	28	161929377	161929377	72.8844	72.8844	3000000	1.8527
(B) Public Shareholding							
1) Institutions							
(a) Mutual Funds/UTI	1	1219	1219	0.0005	0.0005	–	–
(b) Financial Institutions/Banks	–	–	–	–	–	–	–
(c) Central Government/State Government(s)	–	–	–	–	–	–	–
(d) Venture Capital Funds	–	–	–	–	–	–	–
(e) Insurance Companies	–	–	–	–	–	–	–
(f) Foreign Institutional Investors	8	2146202	2146202	0.9660	0.9660	–	–
(g) Foreign Venture Capital Investors	–	–	–	–	–	–	–
(h) Qualified Foreign Investor	–	–	–	–	–	–	–
(i) Any other (specify)	–	–	–	–	–	–	–
Sub-Total (B)(1)	9	2147421	2147421	0.9665	0.9665	–	–
2) Non-institutions							
(a) Bodies Corporate	408	29034391	29017891	13.0684	13.0684	–	–
(b) Individuals –							
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	8255	6762192	5542509	3.0437	3.0437	–	–
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	24	22149566	22149566	9.9695	9.9695	–	–
(c) Any other (specify)-							
Trusts	6	108750	108750	0.0489	0.0489	–	–
Clearing Member	24	8466	8466	0.0038	0.0038	–	–
Non Resident Individual	41	32827	32827	0.0148	0.0148	–	–
Sub-Total (B)(2)	8758	58096192	56860009	26.1491	26.1491	-	-
Total public shareholding (B) = (B)(1)+(B)(2)	8767	60243613	59007430	27.1156	27.1156	-	-
Total (A)+(B)	8795	222172990	220936807	100.0000	100.0000	3000000	1.3503
(C) Shares held by custodians and against which depository Receipts have been issued							
1) Promoter and Promoter Group	–	–	–	–	–	–	–
2) Public	–	–	–	–	–	–	–
GRAND TOTAL (A)+(B)+(C)	8795	222172990	220936807	100.0000	100.0000	3000000	1.3503

There will be no change in the capital structure and shareholding pattern of CPIL consequent to the Scheme.

12. Copies of the following documents are open for inspection at the registered office of CPIL between 11.00 A.M. and 1.00 P.M. on any working day :-

- (a) Memoranda and Articles of Association of CPIL and SFCL;
- (b) Annual Reports and Audited Accounts of CPIL and SFCL for the financial year ended on March 31, 2012;
- (c) Financial Results of CPIL for the quarters ended on 30 June 2012 and 30 September 2012;
- (d) Register of Directors' Shareholdings of CPIL and SFCL;
- (e) Letters issued by the Stock Exchanges giving their 'No-Objection' to the Scheme;
- (f) Report of Messrs. Haribhakti & Co., a reputed firm of Chartered Accountants on the entitlement ratio of shares and Fairness Opinion thereon of Microsec Capital Limited, independent Merchant Bankers on the said report of the Chartered Accountants; and
- (g) Order dated 3rd January 2013 passed by the Hon'ble Justice Sanjib Banerjee.

Drafted by:

For Khaitan & Co.

Sd/- Aniket Agarwal

Advocates for the Applicants

1B, Old Post Office Street,

Kolkata - 700 001.

Settled by:

Sd/- Ashik Chowdhury (14.01.2013)

Deputy Registrar (Court & Judicial),

High Court, O.S., Calcutta

SCHEME OF ARRANGEMENT
(UNDER SECTIONS 391 & 394 OF THE COMPANIES ACT, 1956)

BETWEEN

CENTURY PLYBOARDS (INDIA) LIMITED

AND

STAR FERRO AND CEMENT LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS

FOR

DEMERGER OF FERRO ALLOYS AND CEMENT DIVISION OF CENTURY PLYBOARDS (INDIA) LIMITED TO STAR FERRO AND CEMENT LIMITED

PART – I

(Preliminary)

1. Definitions :

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings :

- i. **“Act”** means the Companies Act, 1956 or any statutory modification or re-enactment thereof.
- ii. **“Appointed Date”** means the 1st day of April, 2012.
- iii. **“CPIL”** means Century Plyboards (India) Limited, a Company incorporated under the Act and having its registered office at 6, Lyons Range, Kolkata 700 001 in the State of West Bengal.
- iv. **“SFCL”** means Star Ferro And Cement Limited, a Company incorporated under the Act and having its registered office at 6, Lyons Range, Kolkata 700 001 in the State of West Bengal.
- v. **“Ferro Alloys and Cement Division”** means the undertaking of CPIL constituted in the business and interests of CPIL in manufacture of ferro alloys and cement, including captive power plants attached thereto and comprising (i) ferro alloys and power plant at Byrnihat in the State of Meghalaya, (ii) 2,95,47,500 Equity Shares of Rs.10/- each in Cement Manufacturing Company Limited (“CMCL”), a Company manufacturing cement at Lumshnong in the State of Meghalaya and (iii) 83,58,998 Equity Shares of Rs.10/- each in Meghalaya Power Limited (“MPL”), a Company setting up a power plant for supplying power primarily to CMCL and shall mean and include all property, rights and powers and all debts, liabilities, duties and obligations of CPIL pertaining to the Ferro Alloys and Cement Division, including:
 - (a) all properties and assets, moveable and immovable, freehold and leasehold, real and personal, corporeal and incorporeal, in possession, or in reversion, present and contingent of whatsoever nature, wheresoever situate, as on the Appointed Date relating to the Ferro Alloys and Cement Division, including all lands admeasuring 26,714 square metres in Raja Bagan, EPIP, Industrial Area, Plot No.A-8, Byrnihat, District Ri-Bhoi in the State of Meghalaya, buildings, commercial and residential flats and offices, plant and machinery, electrical installations, vehicles, equipment, furniture, investments, including 2,95,47,500 Equity Shares of Rs.10/- each in CMCL and 83,58,998 Equity Shares of Rs.10/- each in MPL, sundry debtors, inventories, cash and bank balances, bills of exchange, deposits, loans and advances and other assets as appearing in the books of account of CPIL in relation to the Ferro Alloys and Cement Division, leases, tenancies and agency of CPIL pertaining to the Ferro Alloys and Cement Division, and all other interests or rights in or arising out of or relating to the Ferro Alloys and Cement Division together with all respective powers, charges, privileges, benefits, entitlements, industrial and other licenses, registrations, quotas, patents, copyrights, brand names, trademarks, other intellectual property rights, liberties, easements and advantages, subsidies, grants, taxes, tax credits (including but not limited to credits in respect of income tax, sales tax, value added tax, turnover tax, excise duty, service tax, etcetera), deferred tax benefits and other benefits appertaining to the Ferro Alloys and Cement Division and/or to which CPIL is entitled to in respect of the Ferro Alloys and Cement Division of whatsoever kind, nature or description held, applied for or as may be obtained hereafter together with the benefit of all respective contracts and engagements and all respective books, papers, documents and records relating to the Ferro Alloys and Cement Division;
 - (b) all debts, liabilities, duties and obligations of CPIL in relation to the Ferro Alloys and Cement Division, including liabilities on account of secured loans, unsecured loans and sundry creditors and sales-tax, bonus, gratuity and other taxation and contingent liabilities of CPIL pertaining to the Ferro Alloys and Cement Division; and
 - (c) all employees of CPIL engaged in or in relation to the Ferro Alloys and Cement Division.

- vi. **“Record Date”** means the date to be fixed by the Board of Directors of CPIL in consultation with SFCL for the purpose of determining the members of CPIL to whom new shares in SFCL will be allotted pursuant to Clause 10 of the Scheme.
- vii. **“Effective Date”** means the date or last of the dates on which certified copies of the order of the Hon'ble High Court at Calcutta sanctioning the Scheme are filed with the Registrar of Companies, West Bengal by CPIL and SFCL.
- viii. **“Scheme”** means this Scheme of Arrangement under Sections 391 to 394 of the Act in the present form or with such modifications as sanctioned by the Hon'ble High Court at Calcutta.
- ix. Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. Share Capital:

The Authorised, Issued, Subscribed and Paid-up Share Capital of CPIL and SFCL as on the date of approval of this Scheme by the respective managements of the said companies, i.e., 31 March, 2012 is as under:

i. CPIL

<u>Authorised Share Capital:</u>	<u>(Amount in Rs.)</u>
65,05,00,000 Equity Shares of Re.1/- each	65,05,00,000/-
15,00,000 Preference Shares of Rs.10/- each	1,50,00,000/-
50,000 Preference Shares of Rs.100/- each	50,00,000/-
	67,05,00,000/-
 <u>Issued Share Capital :</u>	
22,35,52,990 Equity Shares of Re.1/- each fully paid up	22,35,52,990/-
5,00,000 9% Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	50,00,000/-
	22,85,52,990/-
 <u>Subscribed and Paid up Share Capital:</u>	
22,21,72,990 Equity Shares of Re.1/- each fully paid up	22,21,72,990/-
Add Amount paid up on forfeited Equity Shares	3,54,250/-
5,00,000 9% Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	50,00,000/-
	22,75,27,240/-

ii. SFCL

<u>Authorised Share Capital:</u>	
10,00,000 Equity Shares of Re.1/- each	10,00,000/-
 <u>Issued, Subscribed and Paid up Share Capital:</u>	
5,00,000 Equity Shares of Re.1/- each fully paid up	5,00,000/-
All the aforesaid Equity Shares issued by SFCL are held by CPIL and its nominees. Accordingly, SFCL is presently a wholly owned (100%) subsidiary of CPIL.	

3. Objects and Reasons :

- i. CPIL is a well established concern carrying on and having interests in diverse lines of business directly and through its subsidiaries. The original business of CPIL was manufacture of plywood, laminate and allied products, including veneer, which it commenced from its first unit at Bishnupur in the State of West Bengal in 1986. In terms of a Scheme of Amalgamation, CPIL acquired with effect from 1st April 2005, the ferro alloys business of one Shyam Century Ferrous Limited (“Shyam Century”) along with the investment of Shyam Century in its subsidiary company, namely Cement Manufacturing Company Limited (CMCL), a company carrying on the business of manufacture of cement. The units of both Shyam Century and CMCL are situated in the State of

Meghalaya. This acquisition marked the first major diversification for CPIL in terms of nature of business and interests as also extension of its geographical area of operations. CPIL presently holds 2,95,47,500 Equity Shares of Rs.10/- each of CMCL constituting 70.48% of the total Issued, Subscribed and Paid up Share Capital of CMCL.

- ii. The businesses and interests of CPIL have since evolved in more ways than one. At the time of acquisition of the ferro alloys business and interest in cement business as above, the size and reach of the original business of CPIL and size of such new business and interest were relatively small and manageable in one entity. The said businesses and interests have since grown from strength to strength pursuant to a series of acquisitions and capacity expansion projects.
- iii. The plywood, laminate and allied products business of CPIL was already well established in 2005 with a strong brand, i.e 'Centuryply' but was largely conducted from the eastern region of the country. With effect from 1st April 2007, CPIL acquired the veneer and plywood related business of Century Panels Private Limited, Sharon Veneers Private Limited and Sharon Wood Industries Private Limited in the States of Haryana and Tamil Nadu in terms of a Scheme of Amalgamation of the said Companies with CPIL. CPIL also acquired the local brands of the said companies as part of the amalgamation. In terms of another Scheme of Amalgamation Cent Ply Private Limited, a company having a plywood unit in the State of Assam, was amalgamated with CPIL with effect from 1st April, 2009. CPIL has also taken a stake in and holds 5,10,000 Equity Shares of Rs.10/- each constituting 51% of the total Issued, Subscribed and Paid up Share Capital of Auro Sundram Ply & Door Private Limited, a Company running a plywood unit in the State of Uttarakhand. The said acquisitions as also internal growth has resulted in considerable scaling up of the size and reach of the plywood, laminate and allied products business with well established brands and strong distribution and marketing network across the length and breadth of the country. As compared to a gross turnover of Rs.226.51 crores in the financial year 2005-2006, the said business of CPIL had an average gross turnover of Rs.823.70 Crores in the last three financial years, i.e 2009- 2012.
- iv. There has been a considerable scaling up of the ferro alloys and cement businesses as well since 2005. The ferro alloys business in CPIL has particularly benefited from higher capacity utilisation including commissioning of a Power Plant in March 2006. Such power plant is in the nature of a captive power plant with the power generated from the same being consumed by the ferro alloys plant in the first instance and only surplus power being sold to other parties. As compared to a gross turnover of Rs.14.15 crores in the financial year 2005-2006, the ferro alloys business of CPIL had an average gross turnover of Rs.117.51 crores in the last three financial years, i.e 2009-2012. The said figures are inclusive of turnover from external sales of power. The cement business under CPIL's subsidiary, i.e. CMCL has witnessed phenomenal growth fuelled by a strong demand for cement and capacity addition over the years. CMCL in turn has three operating subsidiaries namely, Megha Technical & Engineers Private Limited ("MTEPL"), Star Cement (Meghalaya) Limited ("SCML") and Meghalaya Power Limited ("MPL"). CMCL holds 2,73,36,400 Equity Shares of Rs.10/- each of MTEPL constituting 99.96% of the total Issued, Subscribed and Paid up Share Capital of MTEPL; 2,04,00,406 Equity Shares of Rs.10/- each of SCML constituting 100.00% of the total Issued, Subscribed and Paid up Share Capital of SCML; and 87,36,620 Equity Shares of Rs.10/- each of MPL constituting 51.00% of the total Issued, Subscribed and Paid up Share Capital of MPL. Whilst MTEPL is running a cement grinding unit in the State of Meghalaya, SCML is setting up a clinker plant in the said State and MPL is operating a 8 MW power plant. As compared to a gross turnover of Rs.152.32 crores in the financial year 2005-2006, the consolidated cement business under CMCL had an average gross turnover of Rs.534.23 crores in the last three financial years, i.e 2009-2012. The said ferro alloys business and cement business came together and are both carried on and conducted in the North East, i.e from the State of Meghalaya.
- v. Whilst CPIL has also forayed into and acquired interests in other lines of business in addition to the above, the same are essentially related to the plywood, laminate and allied products business and/or are carried on and held incidentally thereto having a relatively small size of operations and turnover. The said plywood, laminate and allied products business on the one hand and ferro alloys and cement business on the other hand constitute the largest business segments of the consolidated CPIL and are poised to grow further. A capacity expansion project in the consolidated cement business from existing 1.2 Million Tonnes per annum to 4.4 Million Tonnes per annum is underway and is expected to be operational in a few months. Further, MPL, a subsidiary of CMCL, is in the process of establishing a 51 Mega Watt ("MW") power plant for supplying power to CMCL, MTEPL and SCML out of which facility for 8 MW has already been commissioned and balance 43 MW is also expected to be commissioned shortly. Whilst 87,36,620 Equity Shares of Rs.10/- each constituting 51% of the total Issued, Subscribed and Paid up Share Capital of MPL are held by CMCL, 83,58,998 Equity Shares constituting 48.80% of the total Issued, Subscribed and Paid up Share Capital of MPL are held by CPIL.
- vi. The present day nature and size of the ferro alloys and cement business on the one hand and plywood, laminate and allied products business on the other hand, including geographical footprint of such plywood, laminate and allied products business, are such that the divergent considerations, factors, financials, risks and rewards applicable to the running, growth and development of such businesses are required to be addressed with greater focus at all levels. Such size and divergent nature of the said businesses are also such that they are required to be evaluated and looked at separately. At present any prospective investor, strategic partner or other stakeholder interested in investing in equity capital or participating and taking a stake in any other form in either business has to look at and pay for the other business as well since the businesses are largely held in or through one

company, i.e. CPIL. The said businesses have good potential for funding, running, growth and development thereof as independent businesses.

- vii. In view, inter alia, of the aforesaid and as part of an overall business reorganisation plan and in order to take the respective businesses to the next level of growth it is necessary to segregate and realign the businesses and interests of CPIL appropriately. In the circumstances it is considered desirable and expedient to reorganise and reconstruct CPIL by demerging the Ferro Alloys and Cement Division of CPIL, including its investments in CMCL and MPL, to SFCL in the manner and on the terms and conditions stated in this Scheme of Arrangement. SFCL is presently a wholly owned (100%) subsidiary of CPIL.
- viii. The demerger will simplify and rationalise the holding structure of various businesses and interests of CPIL and result in creation of two more focussed entities, i.e. (a) CPIL having interests primarily in the plywood, laminate and allied products business and (b) SFCL having interests primarily in ferro alloys and cement business. Consequent to the demerger, the plywood, laminate and allied products business and ferro alloys and cement business will be capable of independent evaluation. The same will unlock shareholders value and enable independent funding of the said businesses as also suitable strategic, technological and/or financial alliance and participation of appropriate partners and stakeholders in such business.
- ix. The demerger will enable the plywood, laminate and allied products business and ferro alloys and cement business to be held, carried on and monitored by CPIL and SFCL respectively with independent management and administrative set-up and greater focus, attention and specialisation. The Scheme will facilitate the business considerations and factors peculiar to the respective businesses to be addressed more effectively and adequately by the respective Companies.
- x. The demerger will enable the said businesses to be carried on more conveniently and advantageously and will unlock the capacity of each of the businesses to raise and access larger funds for running, growth and expansion thereof on the basis of their individual strengths and operating parameters and independent evaluation.
- xi. The demerger will assist in the potential of the respective businesses being realized more fully and will have beneficial results for the said Companies, their shareholders and all concerned. The Scheme is proposed accordingly.

PART – II (The Scheme)

4. Transfer of Undertaking:

- 4.1 With effect from the Appointed Date, the Ferro Alloys and Cement Division shall be demerged from CPIL and transferred to SFCL as a going concern for all the estate and interest of CPIL therein in accordance with and subject to the modalities for transfer and vesting stipulated herein.
- 4.2 In respect of such of the assets of the Ferro Alloys and Cement Division as are movable in nature or are otherwise capable of transfer by manual delivery, by paying over or by endorsement and delivery, the same may be so transferred by CPIL, without requiring any deed or instrument of conveyance for the same and shall become the property of SFCL accordingly and as an integral part of the Ferro Alloys and Cement Division transferred to SFCL.
- 4.3 In respect of such of the assets belonging to the Ferro Alloys and Cement Division other than those referred to in Clause 4.2 above, the same shall, be transferred to and vested in and/or be deemed to be transferred to and vested in SFCL pursuant to the provisions of Section 394(2) of the Act.
- 4.4 All debts, liabilities, duties and obligations of CPIL relating to the Ferro Alloys and Cement Division as on the close of business on the day immediately preceding the Appointed Date and all other debts, liabilities, duties and obligations of CPIL relating to the Ferro Alloys and Cement Division which may accrue or arise from the Appointed Date but which relate to the period upto the day immediately preceding the Appointed Date shall also be transferred to SFCL, without any further act or deed, pursuant to the provisions of Section 394(2) of the Act, so as to become the debts, liabilities, duties and obligations of SFCL. It is clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause.
- 4.5 The transfer and vesting of the Ferro Alloys and Cement Division of CPIL, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over the assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the assets of Ferro Alloys and Cement Division of CPIL or part thereof on or over which they are subsisting on transfer to and vesting of such assets in SFCL and no such charges, mortgages, and/or encumbrances shall extend over or apply to any other asset(s) of SFCL. Any reference in any security documents or arrangements (to which CPIL is a party) to any assets of CPIL shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of SFCL. Similarly, SFCL shall not be required to create any additional security

over assets of Ferro Alloys and Cement Division of CPIL acquired by it under this Scheme for any loans, debentures, deposits or other financial assistance already availed/to be availed by SFCL and the charges, mortgages, and/ or encumbrances in respect of such indebtedness of SFCL shall not extend or be deemed to extend or apply to the assets of Ferro Alloys and Cement Division so acquired by SFCL. It is clarified that the transfer of the Ferro Alloys and Cement Division of CPIL to SFCL shall not affect the subsisting charges, mortgages and encumbrances over the assets retained by CPIL or any part thereof and such charges, mortgages and encumbrances shall continue to be applicable in respect of such assets.

4.6 Subject to the other provisions of this Scheme, all entitlements, licenses, permissions, approvals, clearances, authorisations, consents, brands, trademarks, other intellectual property rights registrations and no-objection certificates obtained by CPIL for the operations of the Ferro Alloys and Cement Division and/or to which CPIL is entitled to in relation to the Ferro Alloys and Cement Division in terms of the various Statutes / Schemes / Policies, etcetera of Union and State Governments, shall be available to and vest in SFCL, without any further act or deed and shall be mutated by the statutory authorities concerned therewith in favour of SFCL. Since the Ferro Alloys and Cement Division will be transferred to and vested in SFCL as a going concern without any break or interruption in the operations thereof, SFCL shall be entitled to enjoy the benefit of all such entitlements, licenses, permissions, approvals, clearances, authorisations, consents, intellectual property rights, registrations and no-objection certificates as enjoyed by CPIL and to carry on and continue the operations of the Ferro Alloys and Cement Division on the basis of the same upon this Scheme becoming effective. Accordingly, all existing and future incentives, unavailed credits and exemptions, benefit of carried forward losses and other statutory benefits, including in respect of Income Tax, Excise (including Modvat/ Cenvat), Customs, VAT, Sales Tax, Service Tax etcetera to which CPIL is entitled in relation to the Ferro Alloys and Cement Division in terms of the various Statutes / Schemes / Policies, etcetera of Union and State Governments shall be available to and vest in SFCL upon this Scheme becoming effective. Further, the experience, track record and credentials of the Ferro Alloys and Cement Division in manufacturing and supplying the products thereof to various authorities, agencies and clients prior to its transfer to SFCL shall be taken into account and treated and recognised as the experience, track record and credentials of such Ferro Alloys and Cement Division even after its transfer to SFCL, including for the purpose of eligibility, standing, evaluation and participation of SFCL in all existing and future bids, tenders and contracts of such authorities, agencies and clients.

4.7 It is clarified that all the taxes and duties payable by CPIL, relating to the Ferro Alloys and Cement Division, from the Appointed Date onwards including all advance tax payments, tax deducted at source, tax liabilities or any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source, tax liabilities or refunds and claims of SFCL. Accordingly, upon the Scheme becoming effective, CPIL is expressly permitted to revise and SFCL is expressly permitted to file their respective, income tax returns including tax deducted at source certificates, sales tax/value added tax returns, excise returns, service tax returns and other tax returns, and to claim refunds/credits, pursuant to the provisions of this Scheme.

4.8 The ferro alloys and power plant is situated at Byrnihat in the State of Meghalaya. The shares of CMCL and MPL held by CPIL are also situated in the State of Meghalaya, the registered offices of CMCL and MPL being situated in the said State. All the property and assets comprised in the Ferro Alloys and Cement Division are thus situated in the State of Meghalaya. SFCL shall be entitled to mutation in its favour, wherever required in the State of Meghalaya, in respect of the property and assets transferred to and vested in it pursuant to this Scheme.

5. Legal Proceedings:

All legal, or other proceedings by or against CPIL and relating to the Ferro Alloys and Cement Division, including proceedings under various tax laws, shall be continued and enforced by or against SFCL only. If proceedings are taken against CPIL, CPIL will defend on notice or as per advice of SFCL at the costs of SFCL and SFCL will indemnify and keep indemnified CPIL from and against all liabilities, obligations, actions, claims and demands in respect thereof.

6. Contracts and Deeds:

Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreements and other instruments of whatsoever nature relating to the Ferro Alloys and Cement Division to which CPIL is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of SFCL and may be enforced as fully and effectually as if instead of CPIL, SFCL had been a party thereto.

7. Saving of Concluded Transactions:

The transfer and vesting of the properties and liabilities of the Ferro Alloys and Cement Division and the continuance of the proceedings by or against SFCL as per the provisions hereof shall not affect any transaction or proceeding relating to the Ferro Alloys and Cement Division already completed by CPIL on or before the Effective Date to the end and intent that SFCL accepts all acts, deeds and things relating to the Ferro Alloys and Cement Division done and executed by and/or on behalf of CPIL as acts deeds and things done and executed by and on behalf of SFCL.

8. Employees:

- 8.1 SFCL undertakes to engage on and from the Effective Date all the employees of CPIL engaged in the Ferro Alloys and Cement Division on the same terms and conditions on which they are engaged by CPIL without any interruption of service as a result of the transfer of the Ferro Alloys and Cement Division to SFCL. SFCL agrees that the services of all such employees with CPIL upto the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits.
- 8.2 The accumulated balances, if any, standing to the credit of the employees of the Ferro Alloys and Cement Division in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds of which they are members will be transferred to such Provident Fund, Gratuity Fund, Superannuation Fund and other funds nominated by SFCL and/or such new Provident Fund, Gratuity Fund, Superannuation Fund and other funds to be established and caused to be recognised by the concerned authorities by SFCL. Pending the transfer as aforesaid, the dues of the employees of the Ferro Alloys and Cement Division relating to the said funds would be continued to be deposited in the existing Provident Fund, Gratuity Fund, Superannuation Fund and other funds respectively.

9. Business in trust for SFCL:

With effect from the Appointed Date and upto and including the Effective Date:

- 9.1 CPIL undertakes to carry on the business of the Ferro Alloys and Cement Division in the ordinary course of business and CPIL shall be deemed to have carried on and to be carrying on all business and activities relating to the Ferro Alloys and Cement Division for and on account of and in trust for SFCL.
- 9.2 All profits accruing to CPIL (including taxes paid thereon) or losses arising or incurred by it relating to the Ferro Alloys and Cement Division for the period falling on and after the Appointed Date shall for all purposes, be treated as the profits (including taxes paid) or losses, as the case may be of SFCL.
- 9.3 CPIL shall be deemed to have held and stood possessed of the properties to be transferred to SFCL for and on account of and in trust for SFCL and, accordingly, CPIL shall not (without the prior written consent of SFCL) alienate, charge or otherwise deal with or dispose of the Ferro Alloys and Cement Division or any part thereof except in the usual course of business.

10. Issue of Shares by SFCL:

- 10.1 Upon the Scheme becoming effective and in consideration of the demerger and transfer of the Ferro Alloys and Cement Division, SFCL shall, without further application, issue and allot to the shareholders of CPIL whose names shall appear in the Register of Members of CPIL as on a Record Date to be fixed by CPIL in consultation with SFCL, 1 (One) Equity Share of Re.1/- each in SFCL, credited as fully paid up for every 1 (One) Equity Share of Re.1/- each held by them in CPIL.
- 10.2 All the Equity Shares to be issued and allotted by SFCL to the Equity Shareholders of CPIL under this Scheme shall rank pari passu in all respects with the existing Equity Shares of SFCL. Further such Equity Shares shall pursuant to circular issued by the Securities Exchange Board of India (SEBI) on 3 September 2009 bearing No.SEBI/CFD/SCRR/01/2009/03/09 and subject to compliance with requisite formalities be listed and/or admitted to trading on the relevant stock exchange(s) where the existing Equity Shares of CPIL are listed and/or admitted to trading.
- 10.3 In respect of the shareholding of the members in CPIL held in the dematerialised form, the Equity Shares in SFCL shall, subject to applicable regulations, also be issued to them in the dematerialised form pursuant to clause 10.1 above with such shares being credited to the existing depository accounts of the members of CPIL entitled thereto, as per records maintained by the National Securities Depository Limited and / or Central Depository Services (India) Limited on the Record Date.
- 10.4 In respect of the shareholding of the members in CPIL held in the certificate form, the Equity Shares in SFCL shall be issued to such members in certificate form. Members of CPIL desirous of receiving the new shares in SFCL in dematerialised form should have their shareholding in CPIL dematerialised on or before the Record Date.
- 10.5 SFCL will take necessary steps to increase its authorised share capital suitably pursuant to the Scheme becoming effective to enable it to issue and allot the Equity Shares to the shareholders of CPIL as aforesaid.
- 10.6 The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
- 10.7 Shares in SFCL shall be allotted to the shareholders of CPIL as on the Record Date and existing capital of SFCL held by CPIL shall stand cancelled as provided in this Scheme. There shall be no change in the shareholding pattern or control in SFCL between the Record Date and listing which may affect the status of approval of the stock exchanges to this Scheme.

11. Cancellation of Existing Shares of SFCL:

All existing shares held by CPIL and its nominees in SFCL, i.e. 5,00,000 Equity Shares of Re.1/- each shall stand cancelled, without any further act or deed, upon the new Equity Shares being issued by SFCL to the shareholders of CPIL as on the Record Date in terms of clause 10.1 of this Scheme and until such cancellation shall continue to be held by the said shareholders.

12. Accounting:

- 12.1 The assets and liabilities of the Ferro Alloys and Cement Division shall be transferred to SFCL at their values as appearing in the books of account of CPIL as on the Appointed Date.
- 12.2 The difference between the value of the said assets and liabilities of the Ferro Alloys and Cement Division so recorded in the books of account of SFCL, as reduced by the aggregate face value of the Equity Shares issued and allotted by SFCL in terms of Clause 10 above shall be adjusted in reserves as provided herein. An amount equivalent to the Capital Investment Subsidy received by CPIL in relation to the Ferro Alloys and Cement Division and credited to Capital Reserves in the books of account of CPIL shall be credited to Capital Reserves in the books of SFCL. The difference between the book value of the assets and liabilities of the Ferro Alloys and Cement Division remaining after reducing therefrom Issued Share Capital and Capital Reserves as above shall be credited to General Reserves in the books of account of SFCL or dealt with in any other manner, as may be deemed fit by the Board of Directors of SFCL or Committee thereof.
- 12.3 In the books of account of CPIL the difference between the assets and liabilities of the Ferro Alloys and Cement Division, shall be first adjusted against the Capital Reserves of CPIL to the extent such reserves were created on receipt of Capital Investment Subsidy in relation to Ferro Alloys and Cement Division as above. The remaining difference shall be thereafter adjusted against General Reserves of CPIL.
- 12.4 Subject to the aforesaid, the Board of Directors of CPIL and SFCL shall be entitled to make such corrections and adjustments as may in their opinion be required for ensuring consistent accounting policy or which may otherwise be deemed expedient by them in accounting for the demerger in the respective books of account of the said Companies.

13. Applications:

CPIL and SFCL shall, with all reasonable dispatch, make necessary applications to the Hon'ble High Court at Calcutta for sanction and carrying out of the Scheme. Any such application shall, upon constitution of the National Company Law Tribunal under Section 10FB of the Act, be made and/or pursued before the National Company Law Tribunal, if so required. In such event references in this Scheme to the Hon'ble High Court at Calcutta shall be construed as references to the National Company Law Tribunal as the context may require. CPIL and SFCL shall also take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

14. Modification and Implementation:

CPIL and SFCL (by their respective Board of Directors or Committee thereof or such other person or persons, as the respective Board of Directors may authorise) are empowered and authorised:

- 14.1 to assent from time to time to any modifications or amendments or substitutions of the Scheme or of any conditions or limitations which the Hon'ble High Court at Calcutta and / or any authorities under law may deem fit to approve or direct or as may be deemed expedient or necessary; and
- 14.2 to settle all doubts or difficulties that may arise in carrying out the Scheme and to do and execute all acts, deeds, matters and things necessary, desirable or proper for putting the Scheme into effect.

Without prejudice to the generality of the foregoing CPIL and SFCL (by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorise) shall each be at liberty to withdraw from this Scheme in case any condition or alteration imposed by any authority is unacceptable to them or as may otherwise be deemed expedient or necessary.

15. Scheme Conditional Upon:

The Scheme is conditional upon and subject to:

- 15.1 Approval of the Scheme by the requisite majority of the members of CPIL and SFCL; and
- 15.2 Sanction of the Scheme by the Hon'ble High Court at Calcutta pursuant to Section 391 of the Act.

Accordingly, the Scheme although operative from the Appointed Date shall become effective on the Effective Date, being the date or last of the dates on which certified copies of the order of the Hon'ble High Court at Calcutta sanctioning the Scheme are filed with the Registrar of Companies, West Bengal by CPIL and SFCL.

16. Remaining Business:

Save and except the Ferro Alloys and Cement Division of CPIL and as expressly provided in this Scheme of Arrangement nothing contained in this Scheme of Arrangement shall affect the rest of the business, assets, and liabilities of CPIL which shall continue to belong to and be vested in and be managed by CPIL.

17. Costs:

All costs, charges and expenses in connection with the Scheme, incurred upto the stage of the Scheme becoming effective shall be borne and paid by SFCL. Subsequent to the said stage or in the event the Scheme does not take effect or stands withdrawn for any reason whatsoever, each Company shall pay and bear their own costs.

18. Residual Provisions:

- 18.1 Even after this Scheme becomes operative, SFCL shall be entitled to operate all Bank Accounts relating to the Ferro Alloys and Cement Division and realise all monies and complete and enforce all pending contracts and transactions in respect of the Ferro Alloys and Cement Division in the name of CPIL in so far as may be necessary until the transfer of rights and obligations of CPIL to SFCL under this Scheme is formally accepted by the parties concerned.
 - 18.2 On the approval of the Scheme by the members of CPIL and SFCL pursuant to Section 391 of the Act, it shall be deemed that the said members have also accorded all relevant consents under Sections 81(1-A), 100 or any other provisions of the Act to the extent the same may be considered applicable.
 - 18.3 The demerger and transfer and vesting of the Ferro Alloys and Cement Division under this Scheme has been proposed in compliance with the provisions of Section 2(19AA) of the Income-Tax Act, 1961.
-

Company Application No.804 of 2012
In the High Court at Calcutta
Original Jurisdiction

In the Matter of the Companies Act, 1956

And

In the Matter of an application under Sections 391(1) and
393 of the said Act,

And

In the Matter of

1. Century Plyboards (India) Limited
2. Star Ferro And Cement Limited

... .. Applicants.

PROXY

I/We (*) the undersigned Equity Shareholders of Century Plyboards (India) Limited respectively do hereby nominate and appoint Mr./Ms. _____ of _____
and failing him/her Mr./Ms. _____ of _____
as my/our PROXY to act for me/us at the **meeting of the Equity Shareholders of Century Plyboards (India) Limited** to be held at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata 700 001, on Wednesday, the 13th day of February, 2013 at 3:30 p.m. for the purpose of considering and if thought fit, approving with or without modification, the Scheme of Arrangement proposed to be made between Century Plyboards (India) Limited and Star Ferro And Cement Limited and their respective shareholders and at such meeting or any adjournment thereof to vote for me/us and in my/our name _____
[here, 'if for', insert 'for'; 'if against', insert 'against' and in the latter case, strike out the words below after 'Scheme of Arrangement'] the said Scheme of Arrangement either with or without modification as my/our proxy may approve.

Dated this _____ day of _____, 2013.

Name:

Address:

Affix
Revenue
Stamp

Signature:

Ledger Folio No or DP ID/Client ID No:

- NOTES:
1. Please affix appropriate Revenue Stamp before putting Signature.
 2. The proxy must be deposited at the Registered Office of Century Plyboards (India) Limited at least 48 hours before the time of holding the meeting.
 3. A proxy need not be a member of Century Plyboards (India) Limited.
 4. All alterations made in the Form of Proxy must be initialled by the Equity Shareholder.
- (*) Strike out whichever not applicable.

Attendance Slip

Equity Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

I hereby record my presence at the Court Convened Meeting of the Equity Shareholders of the CENTURY PLYBOARDS (INDIA) LIMITED held at "Indian Chamber of Commerce Auditorium", 10th Floor, 4, India Exchange Place, Kolkata 700 001 on Wednesday, the 13th day of February, 2013 at 3:30 p.m.

Full name of the Equity Shareholder
(in block letters)

Signature

Full name of the Proxy/Authorised Representative, if any

Signature

Ledger Folio No. : DP ID No. : & CL ID No. :

No. of Shares

Notes :

1. Equity Shareholders/Proxy holders/Authorised Representatives wishing to attend the Meeting must bring the Attendance Slip to the Meeting.
2. Equity Shareholder/Proxy holder/Authorised Representative desiring to attend the Meeting should bring his/her copy of the Notice for reference at the Meeting.

BOOK-POST

If undelivered, please return to :



CENTURYPLY®

CENTURY PLYBOARDS (INDIA) LIMITED

6, Lyons Range, Kolkata - 700 001