

Century Plyboards (India) Limited

Century House,

P 15/1, Taratala Road, Kolkata - 700088

• P: (033) - 3940 3950 • F: (033) - 2248 3539

kolkata@centuryply.com • www.centuryply.com

Cin No : L20101WB1982PLC034435

**March 28, 2019**

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 Scrip Code: 532548	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Name- Centuryply
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Dear Sirs**Sub: Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated 8th February, 2019, please find enclosed herewith voting results of the Postal Ballot (including e-voting) in respect of resolutions contained in the said Postal Ballot Notice.

Date of Annual General Meeting	26 th March, 2019
Last date of receiving Ballot Form/E-voting	
Date of declaration of results of Postal Ballot	28 th March, 2019
Total number of shareholders on record date (15 th February, 2019)	57114
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public	

Agenda-wise

The mode of voting for all resolutions was E-voting and voting through Postal Ballot forms conducted. Voting was open from February 25, 2019 (9.00 A.M) to March 26, 2019 (5.00 P.M).

Copy of consolidated report on voting submitted by scrutinizer, Mr. Manoj Kumar Banthia, Practising Company Secretary is enclosed herewith for your reference and record. Based on this



report, the Chairman today announced the results and declared that all items of the Agenda as contained in the Notice of Postal Ballot have been passed with requisite majority.

Given below is resolution wise result of E-voting and Voting through Ballot Form.

SPECIAL BUSINESS

Item No. 1-

Re-appointment of Shri Mangi Lal Jain (DIN: 00353075) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2020.

Resolution Required :(Ordinary/Special) : Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Particulars	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Shares Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
Promoter And Promoter-Group	E-Voting	161476042	161476042	100.000	161476042	0	100.000	
	Poll		0	0.000	0	0		
	Postal Ballot		N.A.	0.000	N.A.	N.A.	N.A.	N.A.
	Sub Total		161476042	100.000	161476042	0	100.000	
Public-Institutions	E-Voting	32603393	23703048	72.701	20195859	3507189	85.204	14.796
	Poll		0		0	0		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Sub Total		23703048	72.701	20195859	3507189	85.204	14.796
Public- Non Institutions	E-Voting	28093555	1831034	6.518	1821670	9364	99.489	0.511
	Poll		0	0.000	0	0		
	Postal Ballot		10933	0.039	10897	36	99.671	0.329
	Sub Total		1841967	6.557	1832567	9400	99.490	0.510
Grand Total		222172990	187021057	84.178	183504468	3516589	98.120	1.880

Item No. 2-

Re-appointment of Shri Santanu Ray (DIN: 00642736) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2021.

Resolution Required :(Ordinary/Special) : Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Particulars	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Shares Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled

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Promoter And Promoter-Group	E-Voting	161476042	161476042	100.000	161476042	0	100.000	
	Poll		0	0.000	0	0		
	Postal Ballot		N.A.	0.000	N.A.	N.A.	N.A.	N.A.
	Sub Total		161476042	100.000	161476042	0	100.000	
Public-Institutions	E-Voting	32603393	23703048	72.701	23623611	79437	99.665	0.335
	Poll		0		0	0		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Sub Total		23703048	72.701	23623611	79437	99.665	0.335
Public- Non Institutions	E-Voting	28093555	1836198	6.536	1826347	9851	99.464	0.537
	Poll		0	0.000	0	0		
	Postal Ballot		10944	0.039	10929	15	99.863	0.137
	Sub Total		1847142	6.575	1837276	9866	99.466	0.534
Grand Total		222172990	187026232	84.180	186936929	89303	99.952	0.048

Item No. 3-

Re-appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2022.

Resolution Required :(Ordinary/Special) : Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Particulars	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Shares Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
Promoter And Promoter-Group	E-Voting	161476042	161476042	100.000	161476042	0	100.000	
	Poll		0	0.000	0	0		
	Postal Ballot		N.A.	0.000	N.A.	N.A.	N.A.	N.A.
	Sub Total		161476042	100.000	161476042	0	100.000	
Public-Institutions	E-Voting	32603393	23703048	72.701	23685138	17910	99.924	0.076
	Poll		0		0	0		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Sub Total		23703048	72.701	23685138	17910	99.924	0.076
Public- Non Institutions	E-Voting	28093555	1837464	6.541	1827809	9655	99.475	0.526
	Poll		0	0.000	0	0		
	Postal Ballot		10932	0.039	10907	25	99.771	0.229
	Sub Total		1848396	6.579	1838716	9680	99.476	0.524
Grand Total		222172990	187027486	84.181	186999896	27590	99.985	0.015



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**Item No. 4-**

Re-appointment of Shri J. P. Dua (DIN: 02374358) as an Independent Director of the Company for a second term from 1st April, 2019 to 31st March, 2024.

Resolution Required :(Ordinary/Special) : Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Particulars	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Shares Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
Promoter And Promoter-Group	E-Voting	161476042	161476042	100.000	161476042	0	100.000	
	Poll		0	0.000	0	0		
	Postal Ballot		N.A.	0.000	N.A.	N.A.	N.A.	N.A.
	Sub Total		161476042	100.000	161476042	0	100.000	
Public- Institutions	E-Voting	32603393	23703048	72.701	23703048	0	100.000	
	Poll		0		0	0		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Sub Total		23703048	72.701	23703048	0	100.000	
Public- Non Institutions	E-Voting	28093555	1836721	6.538	1823924	12797	99.303	0.697
	Poll		0	0.000	0	0		
	Postal Ballot		10925	0.039	10906	19	99.826	0.174
	Sub Total		1847646	6.577	1834830	12816	99.306	0.694
Grand Total		222172990	187026736	84.181	187013920	12816	99.993	0.007

Item No. 5-

Appointment of Shri Probir Roy (DIN: 00033045) as an Independent Director of the Company from 1st April, 2019 to 30th September, 2022.

Resolution Required :(Ordinary/Special) : Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Particulars	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Shares Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
Promoter And Promoter-Group	E-Voting	161476042	161476042	100.000	161476042	0	100.000	
	Poll		0	0.000	0	0		
	Postal Ballot		N.A.	0.000	N.A.	N.A.	N.A.	N.A.
	Sub Total		161476042	100.000	161476042	0	100.000	
Public- Institutions	E-Voting	32603393	23703048	72.701	23703048	0	100.000	
	Poll		0		0	0		
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Sub Total		23703048	72.701	23703048	0	100.000	
Public- Non Institutions	E-Voting	28093555	1836953	6.539	1823857	13096	99.287	0.713
	Poll		0	0.000	0	0		
	Postal Ballot		10927	0.039	10916	11	99.899	0.101
	Sub Total		1847880	6.578	1834773	13107	99.291	0.709
Grand Total		222172990	187026970	84.181	187013863	13107	99.993	0.007



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You are requested to take the above on record.

Thanking you,
Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To
The Chairman
Century Plyboards (India) Limited
P-15/1, Taratala Road
Kolkata - 700 088

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Century Plyboards (India) Limited (the Company) at its meeting held on 5th February, 2019 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

- i) Re-appointment of Shri Mangi Lal Jain (DIN: 00353075) as an Independent Director.
- ii) Re-appointment of Shri Santanu Ray (DIN: 00642736) as an Independent Director





- iii) Re-appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director
- iv) Re-appointment of Shri J. P. Dua (DIN: 02374358) as an Independent Director
- v) Appointment of Shri Probir Roy (DIN: 00033045) as an Independent Director

do hereby submit my report as follows:

- (a) The notice dated 8th February, 2019 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 15th February, 2019.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 24th February, 2019. The Company also provided e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 15th February, 2019 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Monday, 25th February, 2019 at 9:00 AM and ended on Tuesday, 26th March, 2019 at 5:00 PM.
- (e) All physical ballots received up to 5.00 P.M on 26th March, 2019 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened





after 5 P.M on 26th March, 2019 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Sweta Singh, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from NSDL's e-voting website www.evoting.nsdl.com in respect of voting through e-voting.
- (i) The Company in aggregate has received 108 (One Hundred Eight) Postal Ballot forms representing 12436 equity shares of the Company out of which votes of 16 (Sixteen) members representing 1492 equity shares were invalid.
- (j) In total Members representing 187016774 equity shares have cast their votes through e-voting.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.





Item No. 1 -Special Resolution = Re-appointment of Shri Mangi Lal Jain (DIN: 00353075) as an Independent Director.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	290	183493571	86	10897	376	183504468	98.120
Voted against the resolution	46	3516553	5	36	51	3516589	1.880
Total	336	187010124	91	10933	427	187021057	100

The invalid votes for Resolution No.1 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	1492	16	1492

Item No. 2 -Special Resolution - Re-appointment of Shri Santanu Ray (DIN: 00642736) as an Independent Director.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members	No. of votes cast	% of total number





					who voted		of valid votes cast
Voted in favour of the resoluti on	304	186926000	87	10929	391	186936929	99.952
Voted against the resoluti on	31	89288	5	15	36	89303	0.048
Total	335	187015288	91	10944	427	187026232	100

The invalid votes for Resolution No.2 is as follows:-

	Voting through e- voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	1492	16	1492

Item No. 3 =Special Resolution = Re-appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director.

	Voting through e- voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Mem bers who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resoluti on	304	186988989	85	10907	389	186999896	99.985





Voted against the resolution	31	27565	6	25	37	27590	0.015
Total	335	187016554	91	10932	426	187027486	100

The invalid votes for Resolution No. 3 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	1492	16	1492

Item No. 4 –Special Resolution – Re-appointment of Shri J. P. Dua (DIN: 02374358) as an Independent Director.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	305	187003014	85	10906	390	187013920	99.993
Voted against the resolution	30	12797	6	19	36	12816	0.007
Total	335	187015811	91	10925	426	187026736	100





The invalid votes for Resolution No. 4 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	1492	16	1492

Item No. 5 -Special Resolution - Appointment of Shri Probir Roy (DIN: 00033045) as an Independent Director.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	307	187002947	87	10916	394	187013863	99.993
Voted against the resolution	30	13096	4	11	34	13107	0.007
Total	337	187016043	91	10927	428	187026970	100

The invalid votes for Resolution No. 5 is as follows:-

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results	
	No. of Members	No. of votes	No. of Ballots	No. of votes	No. of Members	No. of votes
Invalid votes	0	0	16	1492	16	1492





In view of the above scrutiny, I hereby certify that the Special resolutions as aforesaid, as set out in notice dated 8th February, 2019 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

Thanking you,
Yours faithfully
For MKB & Associates


Manoj Kumar Banthia
Partner



[Practicing Company Secretary]
Membership No.: 11470
COP No.: 7596
FRN: P2010WB042700

Date: 27th March, 2019

Place: Kolkata