

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



Date: 28th September, 2023

| | |
|--|--|
| 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 |
|--|--|

Dear Sir(s)/Madam(s)

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, we give below the Result of Voting at the 42nd Annual General Meeting of the Members of the Company held on 27th September, 2023 at 11:00 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility.

| | |
|--|---|
| Date of Annual General Meeting | 27 th September, 2023 |
| Total number of shareholders on record date | 59850 |
| No. of Shareholders present in the meeting either in person or through proxy | As the AGM was held through VC/OAVM, physical participation in person or through proxy was not made available |
| Promoters and Promoter Group | |
| Public | |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group | 26 |
| Public | 83 |

The mode of voting for all resolutions was Remote E-voting conducted between 23rd September, 2023 (9.00 A.M) to 26th September, 2023 (5.00 P.M) and E-Voting at the Annual General Meeting.

Copy of consolidated report on voting submitted by scrutinizer, Mr. Raj 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 42nd Annual General Meeting have been passed with requisite majority.



Agenda-wise

Given below is resolution wise result of Remote E-voting and E-Voting during the AGM.

Item No. 1-

| 1. Ordinary Business | | | To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023 together with Report of the Auditors thereon. | | | | | |
|---|-------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 42137879 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 42137879 | 0 | 100.00000 | 0.00000 |
| Public - Non Institution | Remote Evoting | 15249415 | 418266 | 2.74283 | 418106 | 160 | 99.96175 | 0.03825 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418298 | 2.74304 | 418138 | 160 | 99.96175 | 0.03825 |
| Total | | 222172990 | 204839035 | 92.19799 | 204838875 | 160 | 99.99992 | 0.00008 |



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**Item No. 2-**

| 2. Ordinary Business | | | To declare dividend on Equity Shares for the Financial Year ended 31 st March, 2023. | | | | | |
|---|--------------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 42137879 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 42137879 | 0 | 100.00000 | 0.00000 |
| Public - Non Institution | Remote Evoting | 15249415 | 418292 | 2.74300 | 416132 | 2160 | 99.48361 | 0.51639 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418324 | 2.74321 | 416164 | 2160 | 99.48365 | 0.51635 |
| Total | | 222172990 | 204839061 | 92.19800 | 204836901 | 2160 | 99.99895 | 0.00105 |



Item No. 3-

| 3. Ordinary Business | | | To appoint a Director in place of Sri Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | | | | | |
|---|--------------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 41018177 | 1119702 | 97.34277 | 2.65723 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 41018177 | 1119702 | 97.34277 | 2.65723 |
| Public - Non Institution | Remote Evoting | 15249415 | 418266 | 2.74283 | 415757 | 2509 | 99.40014 | 0.59986 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418298 | 2.74304 | 415789 | 2509 | 99.40019 | 0.59981 |
| Total | | 222172990 | 204839035 | 92.19799 | 203716824 | 1122211 | 99.45215 | 0.54785 |



Item No. 4-

| 4. Ordinary Business | | | To appoint a Director in place of Sri Rajesh Kumar Agarwal (DIN: 00223718), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | | | | | |
|---|--------------------------------------|------------------------|---|--|----------------------------|-------------------------|---|---|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)] *100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 30853016 | 11284863 | 73.21920 | 26.78080 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 30853016 | 11284863 | 73.21920 | 26.78080 |
| Public - Non Institution | Remote Evoting | 15249415 | 418266 | 2.74283 | 415771 | 2495 | 99.40349 | 0.59651 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418298 | 2.74304 | 415803 | 2495 | 99.40354 | 0.59646 |
| Total | | 222172990 | 204839035 | 92.19799 | 193551677 | 11287358 | 94.48965 | 5.51035 |



Item No. 5-

| 5. Special Business | | | Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company. | | | | | |
|---|-------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 33179042 | 8958837 | 78.73923 | 21.26077 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 33179042 | 8958837 | 78.73923 | 21.26077 |
| Public - Non Institution | Remote Evoting | 15249415 | 418233 | 2.74262 | 415696 | 2537 | 99.39340 | 0.60660 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418265 | 2.74283 | 415728 | 2537 | 99.39345 | 0.60655 |
| Total | | 222172990 | 204839002 | 92.19798 | 195877628 | 8961374 | 95.62516 | 4.37484 |



Item No. 6-

| 6. Special Business | | | Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company. | | | | | |
|---|-------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 33179042 | 8958837 | 78.73923 | 21.26077 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 33179042 | 8958837 | 78.73923 | 21.26077 |
| Public - Non Institution | Remote Evoting | 15249415 | 418233 | 2.74262 | 415403 | 2830 | 99.32334 | 0.67666 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418265 | 2.74283 | 415435 | 2830 | 99.32340 | 0.67660 |
| Total | | 222172990 | 204839002 | 92.19798 | 195877335 | 8961667 | 95.62502 | 4.37498 |



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Item No. 7-

| 7. Special Business | | | Re-appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company. | | | | | |
|---|-------------------------------|------------------------|---|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 41788247 | 349632 | 99.17027 | 0.82973 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 41788247 | 349632 | 99.17027 | 0.82973 |
| Public - Non Institution | Remote Evoting | 15249415 | 418266 | 2.74283 | 415659 | 2607 | 99.37671 | 0.62329 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418298 | 2.74304 | 415691 | 2607 | 99.37676 | 0.62324 |
| Total | | 222172990 | 204839035 | 92.19799 | 204486796 | 352239 | 99.82804 | 0.17196 |



Item No. 8-

| 8. Special Business | | | Revision in remuneration of Sri Ajay Baldawa (DIN: 00472128), Executive Director (Technical) of the Company. | | | | | |
|---|-------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 35683979 | 6453900 | 84.68385 | 15.31615 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 35683979 | 6453900 | 84.68385 | 15.31615 |
| Public - Non Institution | Remote Evoting | 15249415 | 418292 | 2.74300 | 415277 | 3015 | 99.27921 | 0.72079 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418324 | 2.74321 | 415309 | 3015 | 99.27927 | 0.72073 |
| Total | | 222172990 | 204839061 | 92.19800 | 198382146 | 6456915 | 96.84781 | 3.15219 |



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Cin No : L20101WB1982PLC034435



Item No. 9-

| 9. Special Business | | | Revision in remuneration of Sri Rajesh Kumar Agarwal (DIN: 00223718), Executive Director of the Company. | | | | | |
|---|-------------------------------|------------------------|--|---|----------------------------|-------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 162282858 | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 162282858 | 100.00000 | 162282858 | 0 | 100.00000 | 0.00000 |
| Public - Institutional | Remote Evoting | 44640717 | 42137879 | 94.39337 | 38924406 | 3213473 | 92.37391 | 7.62609 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 42137879 | 94.39337 | 38924406 | 3213473 | 92.37391 | 7.62609 |
| Public - Non Institution | Remote Evoting | 15249415 | 418292 | 2.74300 | 415326 | 2966 | 99.29093 | 0.70907 |
| | Evoting at AGM | | 32 | 0.00021 | 32 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 418324 | 2.74321 | 415358 | 2966 | 99.29098 | 0.70902 |
| Total | | 222172990 | 204839061 | 92.19800 | 201622622 | 3216439 | 98.42977 | 1.57023 |

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary

Enclosed: As above

 **CENTURYLAMINATES®**  **CENTURYPLY®**  **CENTURYMDF®**

PRELAM BOARD | VENEERS | PARTICLEBOARD
EXTERIOR LAMINATES | DOOR |  | PVC BOARD | CFS





CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the 42nd (Forty-second) Annual General Meeting (AGM) of Members of Century Plyboards (India) Limited (CIN:L20101WB1982PLC034435), held on Wednesday, 27th day of September, 2023 at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Century Plyboards (India) Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and 5th January, 2023 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 42nd Annual General Meeting of the Company held on Wednesday, 27th day of September, 2023 at

Sir





11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 4th August, 2023 convening the 42nd Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 4th September, 2023, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by NSDL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Wednesday, 20th September, 2023 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, 23rd September, 2023 at 9:00 AM (IST) and ended on Tuesday, 26th September, 2023 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by NSDL.

Signature





- (g) After conclusion of voting at the 42nd Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Khushi Nangalia and Ms. Kiran Joshi, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of NSDL, <https://www.evoting.nsdl.com>.
- (i) A total of 418 Members have cast their vote, out of which 416 Members have cast their votes through remote e-voting and 2 Members have cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

| | Number of votes (shares) cast through Remote E- voting. (1) | Number of Votes (shares) cast through e-voting during the meeting (2) | Total (1)+(2)=(3) | % of total number of valid votes cast |
|--|--|--|------------------------------|--|
|--|--|--|------------------------------|--|

ORDINARY BUSINESS

Item No.1 as an Ordinary Resolution: To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and
- the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2023 together with Report of the Auditors thereon.

MKB





| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 204838843 | 32 | 204838875 | 99.9999 |
| (2) Voted against the resolution | 160 | -- | 160 | 0.0001 |
| Total | 204839003 | 32 | 204839035 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

Item No. 2 as an Ordinary Resolution: To declare dividend on Equity Shares for the Financial Year ended 31st March, 2023.

| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 204836869 | 32 | 204836901 | 99.9989 |
| (2) Voted against the resolution | 2160 | -- | 2160 | 0.0011 |
| Total | 204839029 | 32 | 204839061 | 100 |
| (3) Invalid votes | -- | -- | -- | -- |

Item No.3 as an Ordinary Resolution: To appoint a Director in place of Sri Prem Kumar Bhajanka (DIN: 00591512) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 203716792 | 32 | 203716824 | 99.4521 |
| (2) Voted against the resolution | 1122211 | -- | 1122211 | 0.5479 |
| Total | 204839003 | 32 | 204839035 | 100 |

Smil-





| | | | | |
|-------------------|----|----|----|----|
| (3) Invalid votes | -- | -- | -- | -- |
|-------------------|----|----|----|----|

Item No.4 as an Ordinary Resolution: To appoint a Director in place of Sri Rajesh Kumar Agarwal (DIN- 00223718) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 193551645 | 32 | 193551677 | 94.4896 |
| (2) Voted against the resolution | 11287358 | -- | 11287358 | 5.5104 |
| Total | 204839003 | 32 | 204839035 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

SPECIAL BUSINESS

Item No.5 as a Special Resolution: Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company for a period of five years with effect from 1st August, 2023.

| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 195877596 | 32 | 195877628 | 95.6252 |
| (2) Voted against the resolution | 8961374 | -- | 8961374 | 4.3748 |
| Total | 204838970 | 32 | 204839002 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

Item No. 6 as a Special Resolution: Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company for a period of five years with effect from 1st August, 2023.

Smr





| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 195877303 | 32 | 195877335 | 95.6250 |
| (2) Voted against the resolution | 8961667 | -- | 8961667 | 4.3750 |
| Total | 204838970 | 32 | 204839002 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

Item No. 7 as a Special Resolution: Re-appointment of Sri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company for a second term of five years with effect from 1st October, 2023.

| | | | | |
|---------------------------------------|------------------|-----------|------------------|------------|
| (1) Voted in favour of the resolution | 204486764 | 32 | 204486796 | 99.8280 |
| (2) Voted against the resolution | 352239 | -- | 352239 | 0.1720 |
| Total | 204839003 | 32 | 204839035 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

Item No. 8 as an Ordinary Resolution: Revision in remuneration of Sri Ajay Baldawa (DIN: 00472128), Executive Director (Technical) of the Company with effect from 1st April, 2023 till his residual tenure of office.

| | | | | |
|---------------------------------------|-----------|----|-----------|---------|
| (1) Voted in favour of the resolution | 198382114 | 32 | 198382146 | 96.8478 |
| (2) Voted against the resolution | 6456915 | -- | 6456915 | 3.1522 |

15/11/23





| | | | | |
|---|------------------|-----------|------------------|------------|
| Total | 204839029 | 32 | 204839061 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |
| Item No. 9 as a Special Resolution: Revision in remuneration of Sri Rajesh Kumar Agarwal (DIN: 00223718), Executive Director of the Company with effect from 1 st April, 2023 till his residual tenure of office. | | | | |
| (1) Voted in favour of the resolution | 201622590 | 32 | 201622622 | 98.4298 |
| (2) Voted against the resolution | 3216439 | -- | 3216439 | 1.5702 |
| Total | 204839029 | 32 | 204839061 | 100 |
| (3) Invalid votes: | -- | -- | -- | -- |

Based on the aforesaid results, the resolution no.(s) 1 to 9 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

For Mins

Date: 28.09.2023
Place: Kolkata
UDIN: A017190E001107983

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Raj Kumar Banerjee
Partner
Membership no. 17190
COP no. 18428