

Century Plyboards (India) Limited

Century House,

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Cin No : L20101WB1982PLC034435



Date: March 20, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001,
Scrip Code- 532548

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Scrip Name-Centuryply

Sub: Summary of proceedings of the meeting of the Equity Shareholders of Century Plyboards (India) Limited (“Company”) held on Monday, March 20, 2023 pursuant to the order of the Hon'ble National Company Law Tribunal, Kolkata Bench

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), we enclose herewith the summary of proceedings of the meeting of Equity Shareholders of the Company held on **Monday, March 20, 2023** at 10:00 A.M. through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), pursuant to the order of the Hon'ble National Company Law Tribunal, Kolkata Bench (“**Tribunal**”) dated February 10, 2023 (“**Tribunal Order**”), for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Century Plyboards (India) Limited and Century Infra Limited and their respective shareholders and creditors (“**Scheme**”), the details of which were given in the Notice dated February 15, 2023.

The meeting of Equity Shareholders commenced at 10:00 A.M. and concluded at 02:00 P.M.

Please note that the results of the remote e-voting and e-voting during the meeting and the Consolidated Scrutiniser’s Report on the same shall be submitted separately.

You are requested to take the above on record.

Thanking you
Yours faithfully,

For **Century Plyboards (India) Limited**

Sundeep Jhunjunwala
Company Secretary

Encl: as above

Summary of the proceedings of the meeting of the Equity Shareholders of the Company held on Monday, March 20, 2023 pursuant to the order of Hon'ble National Company Law Tribunal, Kolkata Bench

A. Date, time and venue of the Meeting

A Meeting of the Equity Shareholders of the Company was held on Monday, March 20, 2023 at 10:00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), pursuant to the order of Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") dated February 10, 2023.

B. Proceedings in brief

Mr. Avishek Guha, who was appointed as Chairperson of the Meeting by the aforesaid order of NCLT, chaired the meeting ("**Chairperson**") of the Equity Shareholders of the Company. Mr. Sundeep Jhunjunwala, Company Secretary of the Company assisted the Chairperson in conducting the said meeting.

The Company Secretary of the Company welcomed the Chairperson, Scrutinizer, Directors and Equity Shareholders present at the meeting. He informed the Equity Shareholders that the meeting was being held through VC/ OAVM, pursuant to the order passed by the Hon'ble Tribunal and in compliance with the circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India.

The Company Secretary also provided various details to the Equity Shareholders with respect to Questions-and-Answers, remote e-voting, e-voting at the meeting, inspection of documents, etc. The Equity Shareholders were informed that pursuant to the order of the Hon'ble Tribunal, Mr. Rohit Kumar Keshri, Company Secretary and Advocate, was appointed as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at the meeting.

Total 82 (Eighty-two) Members attended the Meeting through VC/OAVM. The requisite quorum being present, the Chairman called the Meeting to order.

On the request of the Chairperson, Mr. Avishek Guha, the Company Secretary, Mr. Sundeep Jhunjunwala, addressed the Equity Shareholders present at the meeting and briefed them by providing background, rationale and salient features of the Scheme of Arrangement between Century Plyboards (India) Limited and Century Infra Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

With the permission of the Equity Shareholders, Notice convening the meeting was taken as read.

The Chairperson thereafter invited the shareholders who had registered themselves as speakers to put forth their queries/ clarifications and Mr. Sundeep Jhunjhunwala, Company Secretary of the Company, addressed all the queries of the concerned shareholders. Mr. Sajjan Bhajanka, Chairman and Managing Director of the Company also explained the shareholders about the rationale of the Scheme.

Thereafter, the Chairperson announced the e-voting at the meeting to be undertaken and requested the Scrutinizer for the orderly conduct of the e-voting at the meeting.

The given below agenda item, as per the Notice, were commended for Members' consideration and approval through the e-voting system:-

“Approval of proposed Scheme of Arrangement between Century Plyboards (India) Limited (“Transferor Company”) and Century Infra Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)”

The Chairperson informed the Equity Shareholders that the results of e-voting shall be disseminated within 48 hours of the conclusion of the Meeting to the stock exchanges where the equity shares of the Company are listed and also be uploaded on the websites of the Company and National Securities Depository Limited (NSDL), the authorized agency providing e-voting facility and also be displayed at the Company's Registered Office at P - 15/1, Taratala Road, Kolkata, West Bengal – 700088.

In addition to remote e-voting, the resolution as set out in the notice of the meeting was also put to vote through e-voting at the meeting. As directed by NCLT, the e-voting at meeting was made available to the Equity Shareholders from 10:00 A.M. to 01:45 P.M. (IST).

C. Voting by Equity Shareholders

The Company had provided remote e-voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution set out in the Notice of the meeting from 09:00 A.M. (IST) on Thursday, March 16, 2023 to 05:00 P.M. (IST) on Sunday, March 19, 2023.

Further, the facility to vote on the resolution through e-voting at the meeting was also made available from 10:00 A.M. to 01:45 P.M. to those Equity Shareholders who participated in the meeting but had not cast their votes earlier through remote e-voting.

D. Results of e-voting (remote e-voting and e-voting at the Meeting)

Details of voting results as required under Regulation 44(3) of the LODR Regulations along with the Scrutinizers Report will be submitted separately.

The meeting then concluded with a vote of thanks by the Chairperson.

For Century Plyboards (India) Limited

Company Secretary