

Century Plyboards (India) Limited

Century House,

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Cin No : L20101WB1982PLC034435



Date: 13th June, 2022

BSE Ltd. 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 Sir(s)/Madam(s)

Sub: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting Process

Enclosed herewith please find a copy of Minutes of the resolutions passed by way of postal ballot through remote e-voting process on 24th May, 2022. The results of postal ballot were announced vide our letter dated 25th May, 2022.

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary

Enclosed: As above



MINUTES OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF CENTURY PLYBOARDS (INDIA) LIMITED THROUGH POSTAL BALLOT ON 24TH MAY, 2022, THE RESULTS WHEREOF DECLARED ON 25TH MAY, 2022 AT AROUND 04:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT P- 15/1, TARATALA ROAD, KOLKATA- 700 088

PRESENT:

Shri Sajjan Bhajanka – Chairman and Member
Shri Sukhbir Singh- Member
Smt. Tultul Sengupta- Member
Shri Sushil Saboo- Member
Ms. Sangeeta Maheshwari - Member
Shri Vinod Kumar Rathi- Member
Shri S. C. Gupta- Member

Shri Sundeep Jhunjunwala, Company Secretary in attendance
Shri Raj Kumar Banthia - Scrutinizer

Pursuant to provisions of Section 108, 110 of the Companies Act, 2013 read with Rules thereunder and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot process, the Postal Ballot Notice dated 16th April, 2022 along with Explanatory Statement was sent only through electronic mode on 21st April, 2022 to those Members whose e-mail addresses were registered with the Depositories/ Company/ Company's Registrar and Share Transfer Agent and whose names were recorded in the Register of Members or List of Beneficial Owners as on the close of working hours on Friday, 15th April, 2022 ("Cut-Off Date").

The Board of Directors had appointed Shri Manoj Kumar Banthia (ACS 11470/ CP-7596) and failing him, Shri Raj Kumar Banthia (ACS- 17190/CP-18428) of M/s MKB & Associates, Company Secretaries in Practice, Kolkata as Scrutinizer for conducting Postal Ballot, through the e-voting process, in a fair and transparent manner. On account of the threat posed by the COVID-19 pandemic and in conformity with the regulatory requirements, communication of assent or dissent of the Members took place only through the remote e-voting system and voting through physical ballot papers was not provided. Accordingly, there was no dispatch of physical copies of Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes to the Members of the Company. The e-voting facility to Members was provided through National Securities Depository Limited (NSDL). The e-voting period commenced at 9:00 A.M. on 25th April, 2022 and ended at 5:00 P.M. on 24th May, 2022.

Based on the analysis of the valid votes, the Scrutinizer submitted his report dated 25th May, 2022 to the Chairman of the Company, who announced the result of the Postal Ballot as per the Scrutinizer's Report. The details of voting on the resolutions as per the Scrutinizer's report are as under:

Item No. 1 –Special Resolution – Appointment of Ms. Ratnabali Kakkar (DIN: 09167547) as an Independent Director:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, Ms. Ratnabali Kakkar (DIN: 09167547), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years from 1st April, 2022 to 31st March, 2027.”

“RESOLVED FURTHER that the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

	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	481	200187053	NA	NA	481	200187053	99.9978
Voted against the resolution	34	4437	NA	NA	34	4437	0.0022
Total	515	200191490	NA	NA	515	200191490	100.00

Item No. 2 –Ordinary Resolution – Re-appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board, approval of the members of the Company be and is hereby accorded for the re-appointment of Smt. Nikita Bansal (DIN: 03109710), as an Executive Director of the Company for a period of five years with effect from 1st February, 2022 to 31st January, 2027, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Smt. Nikita Bansal, which agreement also be and is hereby approved.”

“RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Smt. Nikita Bansal as it may deem fit and as may be acceptable to her, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.”

	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	397	184663706	NA	NA	397	184663706	92.2435
Voted against the resolution							

	118	15527784	NA	NA	118	15527784	7.7565
Total	515	200191490	NA	NA	515	200191490	100.00

The Chairman after receiving the Scrutinizer's Report announced that the all the Resolutions as contained in the Postal Ballot Notice were passed with requisite majority and directed that the resolution be recorded in the minute book recording the proceedings of general meetings of the members.

**Sd/-
Chairman**

Place : _____

Date : _____

Certified to be True Copy

Company Secretary