



CENTURYPLY®

**Century
Plyboards (I) Limited**

6, Lyons Range, Kolkata-700 001. (India)
Phones : + 91(33) 3940-3950
Fax : +91(33) 2248 3539
E-mail : kolkata@centuryply.com
Website : www.centuryply.com
CIN : L20101WB1982PLC034435

September 11, 2014

| | |
|---|---|
| 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 Sirs

Sub: Outcome of the 33rd Annual General Meeting (AGM)

This is to inform you that 33rd Annual General Meeting (AGM) of the Company was convened and held on Thursday, 11th September, 2014 at 11:00 A.M at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata 700 001.

Please note that pursuant to Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of business to be transacted at the 33rd Annual General Meeting. The e-voting commenced at 09.00 A.M. on Friday, 5th September, 2014 and ended at 06.00 P.M. on Sunday, 7th September, 2014. Mr. Manoj Kumar Banthia, Proprietor of M/s MKB & Associates was appointed as Scrutinizer for scrutinizing the e-voting process. Shareholders who were present and who could not avail the e-voting option were given the opportunity to cast their vote through 'Poll'. However, none of the shareholders present availed the same. The Chairman thereafter announced the results based on the Scrutinizer's Report on e-voting.

Following resolutions have been passed with requisite majority-

1. Consider and adopt Audited Financial Accounts for the financial year ended 31st March, 2014, together with Report of the Board of Directors and Auditors thereon.
2. Declaration of Dividend for the financial year ended 31st March, 2014.
3. Appointment of Sri Prem Kumar Bhajanka who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors and to authorise the Board of Directors to fix their remuneration
5. Approval of payment of remuneration by way commission to non-executive Directors.



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6. Appointment of Sri Mangi Lal Jain as an Independent Director of the Company.
7. Appointment of Sri Manindra Nath Banerjee as an Independent Director of the Company.
8. Appointment of Sri Santanu Ray as an Independent Director of the Company.
9. Appointment of Sri Samarendra Mitra as an Independent Director of the Company
10. Appointment of Sri Asit Pal as an Independent Director of the Company.
11. Appointment of Smt. Mamta Binani as an Independent Director of the Company.
12. Adoption of revised Articles of the Articles of Association of the Company.
13. Authorisation to the Board to mortgage, hypothecate or create charge on Company's assets.
14. Authorisation to the Board to borrow up to an amount not exceeding Rs. 2,000 crores.
15. Appointment of Sri Rajesh Kumar Agarwal, relative of a Director, as an employee in the company
16. Appointment of Sri Abhishek Rathi, relative of a Director, as an employee in the company
17. Appointment of Sri Surender Kumar Gupta, relative of a Director, as an employee in the company.

The copy of the Report on e-voting submitted by the Scrutinizer, Mr. Manoj Kumar Banthia, Practising Company Secretary is enclosed herewith for your reference and record.

Please note that a detailed outcome of the 33rd Annual General Meeting (AGM) of the Company in the format prescribed under Clause 35A of the Listing Agreement shall be submitted to the Exchanges within the stipulated time.

You are requested to take the above on record.

Thanking you,
Yours faithfully,

For Century Plyboards (India) Ltd.

**Sundeep Jhunjunwala
Company Secretary**



Manoj Kumar Banthia
Company Secretary

MKB & Associates

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

SCRUTINIZER'S REPORT

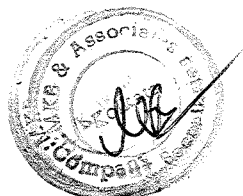
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Century Plyboards (India) Limited
6, Lyons Range,
Kolkata-700001

E-voting at the 33rd Annual General Meeting of Century Plyboards(India) Limited to be held on Thursday, 11st September, 2014 at 11.00 A.M., at Indian Chamber of Commerce Auditorium, 16th Floor, 4, India Exchange Place, Kolkata-700001.

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Century Plyboards (India) Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 33rd Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 29th August, 2014.
3. The period for e-voting had begun at 09.00 a.m. on Friday, 5th September, 2014 and ended at 06.00 p.m. on Sunday, 7th September, 2014.
4. The votes cast were unblocked on Monday, 8th September, 2014 at 11.00 a.m. in the presence of 2 witnesses. Mr. Saheb Ali and Ms. Pritha Bose, who are not in the employment of the Company.
5. Based on the reports generated from NSDL's e-voting website <https://www.evoting.nsdl.com>, the results of e-voting are as under; percentage have been taken up to two decimals.





Ordinary Businesses:

Item no. 1 – Ordinary Resolution -To receive, consider and adopt Audited Balance Sheet as at 31st march, 2014 and statement of Profit and Loss together with the Reports of Directors and Auditors for the year ended 31st March 2014.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 103 | 192122617 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 2 – Ordinary Resolution to declare dividend on Equity Shares for the year ended 31st March, 2014.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 105 | 192122662 | 99.99% |
| Voted against the resolution | 3 | 3 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 3 – Ordinary Resolution to appoint a director in place of Shri Prem Kumar Bhajanka (DIN-00591512) who retires by rotation and being eligible, offers himself for re-appointment.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 103 | 192122617 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 4 – Special Resolution to Appoint M/s Singhi & Co, Chartered Accountants (Firm Reg No: 302049E) as Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 102 | 192122417 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

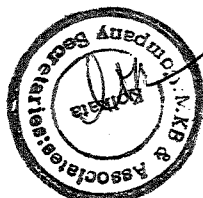
Special Businesses:

Item no. 5 – Special Resolution- To Approve payment of remuneration by way commission to non-executive Directors.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192119606 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 6 – Ordinary Resolution for Appointment of Sri Mangi Lal Jain(DIN: 00353075) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192119407 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 7 – Ordinary Resolution Appointment of Sri Manindra Nath Banerjee (DIN: 00312918) as an Independent Director of the Company.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 102 | 192122417 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 8 – Ordinary Resolution for Appointment of Sri Santanu Ray (DIN:00642736) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 9 – Ordinary Resolution for appointment of Sri Samarendra Mitra (DIN:05105399) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 100 | 192122407 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 10 – Ordinary Resolution for appointment of Sri Asit Pal (DIN: 00742391) as an Independent Director of the Company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 11 – Ordinary Resolution for appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director of the Company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192122401 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 12 – Special Resolution. For Adoption of New Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 13 – Special Resolution -for giving Authorization to the Board to mortgage, hypothecate or create charge on Company assets.

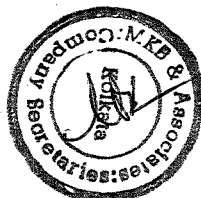
| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 89 | 183825597 | 95.83% |
| Voted against the resolution | 16 | 7996863 | 4.17% |
| Invalid votes | Nil | Nil | Nil |

Item no. 14 – Ordinary Resolution for Authorisation to the Board to borrow up to an amount not exceeding ` 2,000 crores.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 89 | 184125101 | 95.83% |
| Voted against the resolution | 17 | 7997363 | 4.17% |
| Invalid votes | Nil | Nil | Nil |

Item no. 15 – Special Resolution – for appointment of Sri Rajesh Kumar Agarwal, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 95 | 181667284 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Manoj Kumar Banthia
Company Secretary

MKB & Associates

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TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

Item no. 16 – Special Resolution – for appointment of Sri Abhishek Rathi, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 98 | 192039272 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 17 – Special Resolution – for appointment of Sri Surender Kumar Gupta, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 98 | 182996112 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Thanking You,



Manoj Kumar Banthia
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: September 8, 2014

Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com>, in our presence on Monday, 8th September, 2014.

Saheb Ali

Name: Saheb Ali
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
Kolkata - 700017

Pritha Bose

Name: Pritha Bose
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
Kolkata - 700017