

Century Plyboards (India) Limited

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September 19, 2017

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 <b>Scrip Code: 532548</b>	National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 <b>Scrip Name- Centuryply</b>
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Dear Sirs

**Re: Minutes of the 36<sup>th</sup> Annual General Meeting of the Company**

We are pleased to enclose herewith copy of Minutes of the proceedings of the 36th Annual General Meeting of the Company held on 1st September, 2017 at 11:00 A.M at at Satyajit Ray Auditorium, Indian Council for Cultural Relations, 9A, Ho Chi minh Sarani, Kolkata- 700071.

This is for your information and record.

Thanking you,  
Yours faithfully,

**For Century Plyboards (India) Ltd.**

**Sundeep Jhunjunwala**  
Company Secretary

Encl: As above

**Minutes of the Thirty-sixth Annual General Meeting of the Shareholders of Century Plyboards (India) Limited held on Friday, the 1<sup>st</sup> September, 2017 at Satyajit Ray Auditorium, Indian Council for Cultural Relations, 9A, Ho Chi Minh Sarani, Kolkata-700071 at 11.00 A.M. and concluded at 1.15 P.M.**

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**Present**

Shri Sajjan Bhajanka	Chairman, Managing Director & Member
Shri Hari Prasad Agarwal	Vice Chairman & Member
Shri Sanjay Agarwal	Managing Director & Member
Shri Ajay Baldawa	Executive Director & Member
Shri Keshav Bhajanka	Executive Director & Member
Smt Nikita Bansal	Executive Director & Member
Shri Mangi Lal Jain	Director & Member (Chairman of Audit Committee and Nomination and Remuneration Committee)
Smt. Mamta Binani	Director (Chairman of Stakeholders Relationship Committee)
Shri Santanu Ray	Director
Shri Vijay Chhibber	Director

753 Members (including 7 representatives of Bodies Corporate) holding 95520021 shares were present in person and 27 proxies holding 64647483 shares were present at the meeting.

**In Attendance:**

Shri Arun Kumar Julasaria, CFO & Member  
Shri Sundeep Jhunjunwala, Company Secretary

**Invitees**

Shri Ritesh Kumar Agarwal, Representative of M/s. Singhi & Co., Statutory Auditors  
Shri Manoj Kumar Banthia, Scrutinizer and Partner M/s. MKB & Associates, Secretarial Auditor.

**Chairman**

Shri Sajjan Bhajanka, Chairman of the Company took the Chair for the Meeting.

**Documents for Inspection**

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or arrangements u/s 189 of the Companies Act, 2013, Register of Members, Proxy Register, Minute book of General Meeting and all other relevant documents for inspection mentioned in the Notice of the AGM along with Annual Report for the financial year ended 31<sup>st</sup> March, 2017 (including therein the Auditors' Report and Secretarial Audit Report) were kept at the meeting

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and remained open and accessible for inspection by the Members during the continuance of the meeting.

### Quorum

The Chairman, after confirmation from the Company Secretary that more than the requisite quorum of thirty Members as per Section 103 of the Companies Act, 2013 were present, called the Meeting to order and commenced the proceedings as per the Agenda.

The Chairman welcomed all the members present at the meeting and introduced the other Directors, CFO and Company Secretary present on the dais. He also welcomed Shri Ritesh Kumar Agarwal of M/s. Singhi & Co., Statutory Auditors and Shri Manoj Kumar Banthia, Scrutinizer and Partner M/s. MKB & Associates, Secretarial Auditor. .

The Chairman informed that Shri Vijay Chhibber has been appointed as Additional Director of the Company w.e.f. 1st February, 2017 while Shri Debanjan Mandal and Shri Sunil Mitra have been appointed as Additional Directors w.e.f. 1<sup>st</sup> August, 2017 and 3<sup>rd</sup> August, 2017, respectively in the Independent category. He also informed that Smt. Nikita Bansal has been appointed as Additional Director of the Company w.e.f. 1st February, 2017 in the Executive category. After briefly introducing them, he stated that it was proposed to regularize all the aforesaid appointments by seeking members consent in the Annual General Meeting.

The Chairman informed that Shri Manindra Nath Banerjee and Shri Samarendra Mitra, who had been associated with the Company as Independent Directors since 2004 and 2011 respectively, resigned from the Directorship last month owing to health issues and pre-occupation with other businesses. He placed on record the valuable services rendered by them during their tenure as Directors of the Company.

He informed that Shri Asit Pal, Shri Sunil Mitra, Shri J. P. Dua and Shri Debanjan Mandal had not been able to attend this AGM due to some personal pre-occupations. Shri Prem Kumar Bhajanka was occupied in ensuring the earliest possible commencement of commercial production at the newly set-up MDF unit at Hoshiarpur in Punjab while Shri Vishnu Khemani was not well. All other Directors of the Company were present at the AGM.

### Summary of Chairman's Speech

The Chairman then began with his formal address to the Members highlighting the performance and growth of the Company during the financial year 2016-17 followed by an overview of impact of GST implementation and demonetization. He stressed on the positive impact of regulatory changes in the form of RERA, Benami Transactions (Prohibition) Amended Act, 2016, REITS, GST on the business of the Company. He also informed the members that the newly set-up greenfield MDF unit at Punjab had commenced trial production in July, 2017. He emphasized that a strong brand equity, unmatched product quality, wide range of products, a strong distributor and dealer network, enhanced process management and many new positive initiatives taken by the Government of India are all indicating a bright future for the Company. The Chairman also informed the Members about the CSR initiatives community development programs undertaken by the Company and shared the Company's belief of inclusive growth.

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## Business of the Meeting

With the permission of the Members present, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2017, having already been circulated to the members, were taken as read. The Company Secretary informed the members that in terms of Section 145 of the Companies Act, 2013, qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the Auditors' Report are required to be read at the meeting. He stated that the neither the Statutory Auditors nor the Secretarial Auditor have made any adverse qualification or observation in their respective reports.

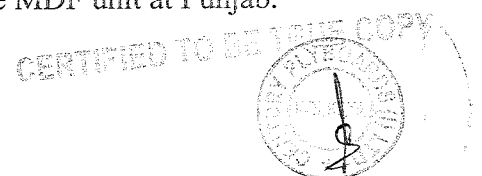
Members were informed that in accordance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 (including amendment thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all members were provided with Remote e-voting facility through NSDL for exercising their vote. Remote e-voting was open from 9.00 AM on Monday, 28th August, 2017 and was available till 5.00 PM on Thursday, 31st August, 2017. Shri Manoj Kumar Bantia of M/s. MKB & Associates, Practicing Company Secretaries was appointed as scrutinizer to scrutinize the voting process in a fair and transparent manner.

Thereafter the Chairman announced that after all matters have been deliberated upon, facility for voting by ballot will be provided to all members who are present in person or through proxies and who have not cast their vote through remote e-voting, on all resolutions as set out in the Notice.

Accordingly no resolution will be passed by show of hands. He briefed the Members about the objective and implications of each item of Agenda and invited the Members to offer their comments or seek clarifications, if any, on the Annual Report and accounts or in respect of any of the items contained in the Agenda for the AGM. The Chairman requested the Members to be brief in their observations and announce their names before commencing their speech.

The Members in general expressed satisfaction at the arrangements made at the meeting and appreciated the timely receipt of Annual Reports. The Members also praised the Management for the improved performance of the Company inspite of the fact that overall economic conditions during the FY 2016-17 was faced with several challenging developments. The Members also expressed satisfaction on the quality of presentation and disclosure made in the Annual Report of the Company. The Members also complimented the Company Secretary for adopting good corporate governance practices and excellent investor relation practices. The Members further appreciated the Secretarial Department of the Company for maintaining cordial relations with Members and for providing excellent services in resolving all their queries in a reasonable time.

Some of the Members viz., Shri Ashit Kumar Pathak, Shri Feroz Tandon and Shri Santosh Kumar Saraf praised the Chairman and the Secretarial Department for arranging visit to the Company's Joka unit for the shareholders and appreciated the arrangements made for the same. They also shared their suggestions for betterment of such programs. They also appreciated the Management for timely commencement of the trial production of the MDF unit at Punjab.



Shri Feroz Tandon, Shri Ashit Kumar Pathak, Shri Arindam Basu, Shri Sarbananda Gattani, Shri Sunil Kumar Modak, Shri Santosh Kumar Saraf, Shri Soumitra De, Shri Amit Kumar Banerjee and Shri Sujit Pal raised queries *inter alia* with regard CSR activities and initiatives undertaken by the Company, unpaid dividend account, implication of GST on the Company, provision for doubtful debts, trade receivables, capacity utilization of the factory units and unclaimed shares. Shri Santosh Kumar Saraf also suggested that the Company should try and employ more female and disabled employees.

Thereafter, the Chairman thanked the members for their active participation and appreciated the constructive suggestions given by them. He provided clarification to all relevant queries raised by the Members. He also briefed the Members about the current workings and new initiatives of the Company. Some of the queries were also answered by the Company Secretary and by Smt. Mamta Binani, Independent Director. The Chairman also thanked the Members for their words of appreciation and encouragement and keen interest in the affairs of the Company.

The Chairman thereafter read the Resolutions, as follows:-

### **ORDINARY BUSINESS**

#### **Resolution No. 1: Ordinary Resolution**

Receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the Audited Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon.

Proposed by Shri Sarbananda Gattani (004806)  
Seconded by Shri Soumitra De (IN302951 20137849)

"RESOLVED that the Standalone Financial Statement and Consolidated Financial Statement of the Company for the year ended 31st March, 2017 together with Directors' Report and Auditors' Report thereon be and hereby approved and adopted."

#### **Resolution No. 2: Ordinary Resolution**

Declare dividend on Equity Shares for the financial year ended 31st March, 2017

Proposed by Shri Feroz Tandon (1204320000000561)  
Seconded by Shri Bikramjit Talukder (IN301055 10555076)

"RESOLVED that as recommended by the Board of Directors of the Company, final dividend for the financial year ended 31st March, 2017, at the rate of Re. 1.00 per equity share of face value Re. 1 each, be and is hereby approved and declared for payment to those members/beneficial owners whose names appear on the Company's Register of Members on 9<sup>th</sup> August, 2017."

#### **Resolution No. 3: Ordinary Resolution**

Appointment of a Director in place of Shri Hari Prasad Agarwal (DIN: 00266005), who retires by rotation and being eligible, offers himself for re-appointment

Proposed by Shri Ashit Kumar Pathak (IN300394 10714090)  
Seconded by Shri Santosh Kumar Saraf (IN303069 10080328)

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“RESOLVED that Shri Hari Prasad Agarwal (DIN: 00266005), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company and that he shall be liable to retire by rotation.”

**Resolution No. 4: Ordinary Resolution**

Appointment of a Director in place of Shri Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment

Proposed by Shri Arindam Basu (004860)

Seconded by Shri Sujit Pal (IN300214 11337786)

“RESOLVED that Shri Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company and that he shall be liable to retire by rotation.”

**Resolution No. 5: Ordinary Resolution**

Ratify appointment of Statutory Auditors and to fix their remuneration.

Proposed by Shri Indrajit Roy (1203450000150832)

Seconded by Shri Krishnendu Bose (IN302105 10288116)

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. Singhi & Co., Chartered Accountants [Firm Registration No. 302049E] as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2018 as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

**Resolution No. 6: Ordinary Resolution**

Appointment of Shri Vijay Chhibber (DIN: 00396838) as an Independent Director of the Company

Proposed by Shri Sukhbir Singh (IN300441 10198262)

Seconded by Shri Samir Kumar Ghosh (IN300263 10006505)

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 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), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Shri Vijay Chhibber (DIN: 00396838), appointed as an Additional Director of the Company in the Independent category with effect from 1st February, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to

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31st January, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**Resolution No. 7: Ordinary Resolution**

Appointment of Shri Debanjan Mandal (DIN: 00469622) as an Independent Director of the Company

Proposed by Shri Rajesh Kumar Agarwal (IN302105 10674131)  
Seconded by Shri Bikramjit Talukder (IN301055 10555076)

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 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), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Shri Debanjan Mandal (DIN: 00469622), appointed as an Additional Director of the Company in the Independent category with effect from 1st August, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st July, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**Resolution No. 8: Ordinary Resolution**

Appointment of Shri Sunil Mitra (DIN: 00113473) as an Independent Director of the Company

Proposed by Smt. Bhawna Agarwal (IN302105 10673542)  
Seconded by Shri Sunil Kumar Modak (IN302105 10578970)

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 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), the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Shri Sunil Mitra (DIN: 00113473), appointed as an Additional Director of the Company in the Independent category with effect from 3rd August, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st July, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**Resolution No. 9: Ordinary Resolution**

Appointment of Smt. Nikita Bansal (DIN: 03109710) as a Director of the Company.

Proposed by Shri Subhash Chandra Gupta (IN302252 10089843)  
Seconded by Shri Dilip Kumar Das (IN302951 20112350)

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“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 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 the Articles of Association of the Company and on recommendation of the Nomination & Remuneration Committee, Smt. Nikita Bansal (DIN: 03109710), appointed as an Additional Director of the Company with effect from 1st February, 2017 and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to determination by retirement of Directors by rotation.”

**Resolution No. 10: Ordinary Resolution**

Appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company.

Proposed by Shri Amit Kumar Banerjee (IN300327 10068402)

Seconded by Shri Sarbananda Gattani (004806)

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V thereof and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Smt. Nikita Bansal, as Executive Director of the Company for a period of five years from 1st February, 2017 to 31st January, 2022, liable to retire by rotation, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Smt. Nikita Bansal, a copy whereof duly authenticated by the Chairman and placed before this meeting and which Agreement be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of appointment including increase of remuneration and perquisites of Smt. Nikita Bansal in such manner as may be agreed to between the Board and her, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Resolution No. 11: Special Resolution**

Re-appointment of Hari Prasad Agarwal (DIN: 00266005), as Vice-Chairman and Executive Director of the Company.

Proposed by Shri Ashit Kumar Pathak (IN300394 10714090)

Seconded by Shri Santosh Kumar Saraf (IN303069 10080328)

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“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Hari Prasad Agarwal, as Vice-Chairman and Executive Director of the Company for a period of five years from 1st June, 2017 to 31st May, 2022, liable to retire by rotation, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Shri Hari Prasad Agarwal, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of appointment including increase of remuneration and perquisites of Shri Hari Prasad Agarwal in such manner as may be agreed to between the Board and him, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

#### **Conduct of Voting through Ballot paper**

After all the resolutions were proposed and seconded, the Chairman informed the shareholders who were present at the meeting and who could not avail the Remote e-voting option, that they can cast their vote through ‘Ballot paper’ and announced that the poll be taken. He invited Shri Manoj Kumar Bantia, Scrutiniser, to scrutinize the poll proceedings in accordance with the Section 109 of the Companies Act, 2013, allied rules specified under the Companies (Management and Administration) Rules 2014, including amendment thereto. The Scrutinizer showed the empty ballot box to the Members and also locked and sealed the same in the presence of Members. The Scrutinizer explained the ballot paper voting process to the Members. Members then cast their votes by filling the Ballot Paper and dropping the same in the Ballot Box.

After obtaining confirmation from Shareholders and Scrutinizer that everyone has exercised the vote, the Chairman declared the Poll as complete and Scrutinizer took the Ballot Boxes in his safe custody.

The Chairman announced that the combined results of Remote e-voting and poll taken at the meeting shall be displayed on the Company’s website as well as its registered office within forty-eight hours from the conclusion of the AGM and the same would also be communicated to the Stock Exchanges where the shares of the Company are listed and also to NSDL.

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The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years. The business of the 36th Annual General Meeting having been completed as per the Agenda, the Chairman declared the meeting as concluded.

A hearty vote of thanks to the Chair was carried with acclamation.

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Sd/  
CHAIRMAN

For CENTURY PLYBOARDS (INDIA) LIMITED

A handwritten signature in black ink, appearing to read "Sundeep Jhunjunwala".

Sundeep Jhunjunwala  
Company Secretary

### Declaration of Result of Remote e-voting and voting through Ballot paper at the meeting

The Scrutinizer's report dated 2<sup>nd</sup> September, 2017, *inter alia*, containing the results of remote e-voting and voting through Ballot Paper conducted at the Annual General Meeting was presented by the Scrutinizer to the Chairman on 2<sup>nd</sup> September, 2017 in terms of which all resolutions as set out in the Notice dated 1<sup>st</sup> August, 2017 convening the 36<sup>th</sup> Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman on 2<sup>nd</sup> September, 2017 and immediately displayed at the registered office of the Company. The results were also posted on Company's Website and on the website of NSDL and also intimated to the Stock Exchanges where the Company's shares are listed.

The results as per the Scrutinizer's Report dated 2nd September, 2017 on Remote e-voting and voting through ballot paper at the AGM, as submitted by Shri Manoj Kumar Banthia, of M/s. MKB & Associates, Practicing Company Secretaries has been recorded hereunder as part of the proceedings of the AGM:

#### Agenda Item no. 1 – Ordinary Resolution

Receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the Audited Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and the Auditors thereon

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	213	186728510	42	555	255	186729065	100
Voted against the resolution	7	125	9	11	16	136	Negligible
Invalid votes	0	0	7	120	7	120	--

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## Agenda Item no. 2 – Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2017

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	222	187778413	51	639	273	187779052	100
Voted against the resolution	5	48	1	2	6	50	Negligible
Invalid votes	0	0	7	120	7	120	--

## Agenda Item no. 3 – Ordinary Resolution

Appointment of a Director in place of Shri Hari Prasad Agarwal (DIN: 00266005), who retires by rotation and being eligible, offers himself for re-appointment

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	172	167959386	51	639	223	167960025	89.4455
Voted against the resolution	55	19819075	1	2	56	19819077	10.5545
Invalid votes	0	0	7	120	7	120	--

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**Agenda Item no. 4 – Ordinary Resolution**

Appointment of a Director in place of Shri Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment

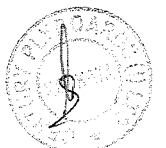
	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	211	187021705	51	639	262	187022344	99.5971
Voted against the resolution	14	756653	1	2	15	756655	0.4029
Invalid votes	0	0	7	120	7	120	--

**Agenda Item no. 5 – Ordinary Resolution**

Ratify appointment of Statutory Auditors and to fix their remuneration

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	216	187767086	51	639	267	187767725	99.9939
Voted against the resolution	11	11375	1	2	12	11377	0.0061
Invalid votes	0	0	7	120	7	120	--

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**Agenda Item no. 6 – Ordinary Resolution**

Appointment of Shri Vijay Chhibber (DIN: 00396838) as an Independent Director

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	213	187488391	49	632	262	187489023	99.9998
Voted against the resolution	12	450	3	9	15	459	0.0002
Invalid votes	0	0	7	120	7	120	--

**Agenda Item no. 7 – Ordinary Resolution**

Appointment of Shri Debanjan Mandal (DIN: 00469622) as an Independent Director

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	211	187488301	48	631	259	187488932	99.9996
Voted against the resolution	15	740	4	10	19	750	0.0004
Invalid votes	0	0	7	120	7	120	--

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**Agenda Item no. 8 – Ordinary Resolution**

Appointment of Shri Sunil Mitra (DIN: 00113473) as an Independent Director.

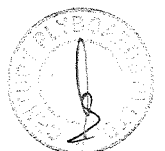
	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	212	187461265	48	631	260	187461896	99.9852
Voted against the resolution	13	27746	4	10	17	27756	0.0148
Invalid votes	0	0	7	120	7	120	--

**Agenda Item no. 9 – Ordinary Resolution**

Appointment of Smt. Nikita Bansal (DIN: 03109710) as a Director

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	195	183717266	47	556	242	183717822	99.0424
Voted against the resolution	26	1776213	4	10	30	1776223	0.9576
Invalid votes	0	0	7	120	7	120	--

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**Agenda Item no. 10 – Ordinary Resolution**

Appointment of Smt. Nikita Bansal (DIN: 03109710) as an Executive Director of the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	192	183058794	47	630	239	183059424	98.6875
Voted against the resolution	30	2434690	5	11	35	2434701	1.3125
Invalid votes	0	0	7	120	7	120	--

**Agenda Item no. 11 – Special Resolution**

Re-appointment of Hari Prasad Agarwal (DIN: 00266005), as Vice-Chairman and Executive Director of the Company.

	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	215	182278311	48	562	263	182278873	97.0709
Voted against the resolution	12	5500170	3	4	15	5500174	2.9291
Invalid votes	0	0	7	120	7	120	--

Based on the report of Scrutiniser, all Resolutions as set out in the Notice dated 1<sup>st</sup> August, 2017 convening the 36th Annual General Meeting have been duly approved by the Members with requisite majority.

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Sd/  
CHAIRMAN

For CENTURY PLYBOARDS (INDIA) LIMITED

  
Sundeep Jhunjhunwala  
Company Secretary