

Century Plyboards (India) Limited

Century House,

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Cin No : L20101WB1982PLC034435



October 12, 2018

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 Sirs

Re: Minutes of the 37th Annual General Meeting of the Company

We are pleased to enclose herewith copy of Minutes of the proceedings of the 37th Annual General Meeting of the Company held on Friday 14th September 2018 at Gyan Manch, 11, Pretoria Street, Kolkata 700 071 at 11 a.m.

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Arun Kumar Julasaria
Chief Financial Officer



Minutes of the Thirty-seventh Annual General Meeting of the Shareholders of Century Plyboards (India) Limited held on Friday, the 14th September, 2018 at Gyan Manch, 11 Pretoria Street, Kolkata- 700071 at 11.00 A.M. and concluded at 1.15 P.M.

Present

Shri Sajjan Bhajanka	Chairman, Managing Director & Member
Shri Hari Prasad Agarwal	Vice Chairman & Member (Member of Stakeholders' Relationship Committee)
Shri Sanjay Agarwal	Managing Director & Member
Shri Vishnu Khemani	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)
Shri Santanu Ray	Director
Shri Sunil Mitra	Director

782 Members (including 9 representatives of Bodies Corporate) holding 108693331 shares were present in person and 37 proxies holding 52712443 shares were present at the meeting.

In Attendance:

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

Invitees

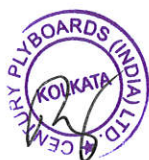
Shri Deval Gudgud, Representative of M/s. Singhi & Co., Statutory Auditors
Shri Manoj Kumar Banthia, Scrutinizer and Partner M/s. MKB & Associates, Secretarial Auditor.

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 31st March, 2018 (including therein the Auditors' Report and Secretarial Audit Report) were kept at the



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meeting 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 Deval Gudgud of M/s. Singhi & Co., Statutory Auditors and Shri Manoj Kumar Banthia, Scrutinizer and Partner M/s. MKB & Associates, Secretarial Auditor.

He informed that Shri J. P. Dua, Shri Asit Pal, Shri Vijay Chhibber and Shri Debanjan Mandal have not been able to attend this AGM due to some personal pre-occupations. Smt. Mamta Binani had to go out of town for medical treatment of her mother while Shri Prem Kumar Bhajanka is on a business trip. All other Directors of the Company were present at the AGM.

Summary of Chairman's Speech

The Chairman thereafter started with his formal address to the Members, briefly covering the prevalent economic scenario and impact of GST implementation and demonetization.

He highlighted the performance of the Company during the financial year 2017-18 and gave an overview of the Company's financial strength. The Members were informed about the commencement of commercial production at the Company's MDF unit, capacity expansion at its laminate unit, launch of new products, installation of solar panels across all units and other initiatives taken by the Company to strengthen its business model.

The Chairman also informed the Members about the CSR initiatives undertaken by the Company and shared his vision for the Company's future.

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 31st March, 2018, having already been circulated to the members, were taken as read. The Company Secretary informed the members that 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, 10th September, 2018 and was available till 5.00 PM on Thursday, 13th September, 2018. Shri Manoj Kumar Banthia of M/s. MKB &



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Associates, Practicing Company Secretaries was appointed as scrutinizer to scrutinize the voting at the AGM and remote e-voting process and ensure that the same is carried out 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 Company's performance during the FY 2017-18. 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.

Shri Feroz Tandon, Shri Arindam Basu, Shri Ashit Kumar Pathak, Shri Soumitra De, Shri Krishnendu Das, Shri Ramgopal Chakraborty, Shri Vivek Sukhani and Shri Biswendra Narayon Kundu raised queries *inter alia* with regard capacity utilization at the factory units, impact of GST and appreciation in US currency on the Company business, reasons for reduced profits, future of plywood industry, CSR activities and initiatives undertaken by the Company, position of trade receivables and employee structure in the Company.

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 Chief financial Officer and the Company Secretary. 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:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 together with Report of the Auditors thereon.



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Proposed by Shri Firoz Tandon
Seconded by Shri Soumitra De

"RESOLVED that the Standalone Financial Statement of the Company for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon be and hereby approved and adopted."

"RESOLVED that the Consolidated Financial Statement of the Company for the year ended 31st March, 2018 together with 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, 2018

Proposed by Shri Biswendra Narayon Kundu
Seconded by Shri Sunil Kumar Paul

"RESOLVED that as recommended by the Board of Directors of the Company, final dividend for the financial year ended 31st March, 2018, 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 7th September, 2018."

Resolution No. 3: Ordinary Resolution

Appointment of a Director in place of Shri Vishnu Khemani (DIN: 01006268), who retires by rotation and being eligible, offers himself for re-appointment

Proposed by Shri Prakash Mal Bothra
Seconded by Shri Ramgopal Chakraborty

"RESOLVED that Shri Vishnu Khemani (DIN: 01006268), 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 Keshav Bhajanka (DIN:03109701), who retires by rotation and being eligible, offers himself for re-appointment

Proposed by Shri Biswendra Narayon Kundu
Seconded by Shri Krishnendu Das

"RESOLVED that Shri Keshav Bhajanka (DIN:03109701), 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.



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Proposed by Shri Shreelal Bhatler
Seconded by Shri Krishnendu Bose

“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 reenactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, the Company hereby ratifies the 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 till the conclusion of the thirty-eighth Annual General Meeting of the Company to be held in the year 2019, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.”

Resolution No. 6: Ordinary Resolution

Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company

Proposed by Shri Biswendra Narayon Kundu
Seconded by Shri Soumitra De

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, approval of the members be and is hereby accorded to re-appoint Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing Director of the Company, for a period of 5 (five) years from 1st August, 2018 to 31st July, 2023, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“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 Sri Prem Kumar Bhajanka as it may deem fit and as may be acceptable to him, 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.”

“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. 7: Special Resolution

Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company.



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Proposed by Shri Krishnendu Das
Seconded by Shri Vikash Jhunjunwala

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, approval of the members be and is hereby accorded to re-appoint Sri Vishnu Khemani (DIN: 01006268) as Managing Director of the Company, for a period of 5 (five) years from 1st August, 2018 to 31st July, 2023, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

“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 Sri Vishnu Khemani as it may deem fit and as may be acceptable to him, 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.”

“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. 8: Ordinary Resolution
Approval for Material Related Party Transaction

Proposed by Shri Ashit Kumar Pathak
Seconded by Shri Satya Narayan Pal

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and in terms of the approvals of the Audit Committee and the Board of Directors obtained at their respective meetings, approval of the members be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its power, including the powers conferred by this Resolution), to ratify/ approve all arrangements/ transactions/ contracts / agreements (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with Auro Sundram Ply & Door Pvt. Ltd. (“ASPDPL”), a Subsidiary Company and hence a related party within the meaning of the aforesaid law, on such terms and conditions as set out in the statement annexed to the notice convening this meeting, for financial year 2018-19 and onwards, the aggregate value of which shall not exceed Rs. 300 crore for each financial year.”



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“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to obtain approvals, statutory or contractual, in relation to the above and to do all such acts, deeds, matters and things on an ongoing basis, as may be necessary, expedient or desirable including any modification/ ratification/ amendments to or termination of the subsisting or any future arrangements/ transactions/ contracts/ agreements.”

Resolution No. 9: Ordinary Resolution

Revision of remuneration of Executive Directors.

Proposed by Shri Tarun Kumar Das

Seconded by Shri Krishnendu Das

“RESOLVED that pursuant to the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company and in partial modification of the resolutions passed by the Members approving the appointment and terms of remuneration of the Executive Directors, the Members hereby approve the revision in remuneration of Executive Directors as set out in the explanatory statement annexed to the notice convening this meeting, with the inclusion of remuneration by way of commission on net profits, calculated in the manner referred to in Section 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may be determined by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee at the end of each financial year, subject to the stipulated/approved overall ceilings on remuneration.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 10: Special Resolution

Revision of limits of managerial remuneration

Proposed by Shri Krishnendu Das

Seconded by Shri Arnab Ganguly

“RESOLVED that pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (including any statutory modification or re-enactment thereof and upon relevant amendments to such Regulation/Act becoming effective) and subject to such approvals as may be required and the terms and conditions including remuneration approved by the members in respect of each Director, consent of the members be and is hereby accorded to the following revision of limits of managerial remuneration as a percentage of net profits for a particular financial year, computed in the manner laid down in section 198 of the Companies Act, 2013 except that the remuneration of the Directors shall not be deducted from the gross profits-



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- i. the total managerial remuneration payable by the Company to all its directors, including managing director and whole-time director shall not exceed twenty one per cent of the net profits of the Company;
- ii. the remuneration payable to any one managing director or whole-time director shall not exceed ten per cent of the net profits of the company;
- iii. the remuneration payable to all managing directors and whole-time directors (including those who are promoters or members of the promoter group) taken together shall not exceed twenty per cent of the net profits of the company.”

“RESOLVED FURTHER that the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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 Banthia, 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.

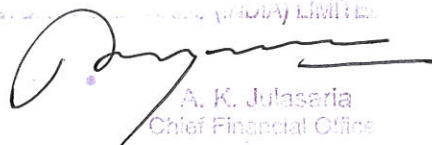
The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years. The business of the 37th Annual General Meeting having been completed as per the Agenda, the Chairman declared the meeting as concluded.

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



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A. K. Julasaria
Chief Financial Officer

Sd/-
CHAIRMAN

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

The Scrutinizer's report dated 15th September, 2018, *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 15th September, 2018 in terms of which all resolutions as set out in the Notice dated 24th July, 2018 convening the 37th Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman on 15th September, 2018 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 15th September, 2018 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:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 together with Report of 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	258	185470520	34	636344	292	186106864	100
Voted against the resolution	2	80	2	2	4	82	Negligible
Invalid votes	0	0	4	17	4	17	--



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Agenda Item no. 2 – Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2018

	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	265	189206827	36	636346	301	189843173	100
Voted against the resolution	2	80	0	0	2	80	Negligible
Invalid votes	0	0	4	17	4	17	--

Agenda Item no. 3 – Ordinary Resolution

Appointment of a Director in place of Shri Vishnu Khemani (DIN: 01006268), 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	172944203	36	636346	247	173580549	94.34
Voted against the resolution	46	10414701	0	0	46	10414701	5.66
Invalid votes	0	0	4	17	4	17	--



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Agenda Item no. 4 – Ordinary Resolution

Appointment of a Director in place of Shri Keshav Bhajanka (DIN: 03109701), 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	237	183830629	36	636346	273	184466975	99.86
Voted against the resolution	19	262319	0	0	19	262319	0.14
Invalid votes	0	0	4	17	4	17	--

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	256	189205228	36	636346	292	189841574	100
Voted against the resolution	7	953	0	0	7	953	Negligible
Invalid votes	0	0	4	17	4	17	--



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Agenda Item no. 6 – Ordinary Resolution

Re-appointment of Sri Prem Kumar Bhajanka (DIN: 00591512) as Managing 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	239	185207912	36	636346	275	185844258	99.86
Voted against the resolution	18	262546	0	0	18	262546	0.14
Invalid votes	0	0	4	17	4	17	--

Agenda Item no. 7 – Special Resolution

Re-appointment of Sri Vishnu Khemani (DIN: 01006268) as Managing 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	240	185207482	36	636346	276	185843828	99.86
Voted against the resolution	18	262536	0	0	18	262536	0.14
Invalid votes	0	0	4	17	4	17	--



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Agenda Item no. 8 – Ordinary Resolution

Approval for Material Related Party Transaction

	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	165	12164331	36	636346	201	12800677	50.33
Voted against the resolution	56	12633505	0	0	56	12633505	49.67
Invalid votes	2	150	4	17	6	167	--

Agenda Item no. 9 – Ordinary Resolution

Revision of remuneration of Executive Directors

	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	198	183878468	34	636344	232	184514812	97.19
Voted against the resolution	65	5326792	2	2	67	5326794	2.81
Invalid votes	0	0	4	17	4	17	--



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Agenda Item no. 10 – Special Resolution

Revision of limits of Managerial 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	205	183880502	34	636344	239	184516846	97.19
Voted against the resolution	60	5326185	2	2	62	5326187	2.81
Invalid votes	0	0	4	17	4	17	--

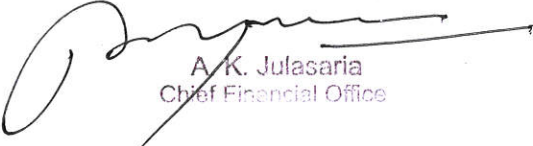
Based on the report of Scrutinizer, all Resolutions as set out in the Notice dated 24th July, 2018 convening the 37th Annual General Meeting have been duly approved by the Members with requisite majority.

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Sd/-
CHAIRMAN

FOR CENTURY PLYBOARDS (INDIA) LIMITED


A.K. Julasaria
Chief Financial Officer