

Century Plyboards (India) Limited

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Cin No : L20101WB1982PLC034435



Date: 20th March, 2024

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 12th March, 2024. The results of postal ballot had already been announced vide our letter dated 13th March, 2024.

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary

Enclosed: As above



MINUTES OF THE DECLARATION OF RESULTS OF POSTAL BALLOT ON 13TH MARCH, 2024 AT AROUND 04:20 P.M. FOR THE SPECIAL BUSINESS PASSED BY THE SHAREHOLDERS OF CENTURY PLYBOARDS (INDIA) LIMITED AS SET OUT IN POSTAL BALLOT NOTICE DATED 2ND FEBRUARY, 2024.

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 2nd February, 2024 along with Explanatory Statement was sent only through electronic mode on 9th February, 2024 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 2nd February, 2024 ("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. In conformity with the regulatory requirements, communication of assent or dissent of the Members took place only through the remote e-voting system and option for voting through physical ballot papers was not provided. Accordingly, there was no dispatch of physical copies of Postal Ballot Notice and Postal Ballot forms to the Members of the Company. E-voting facility to Members was provided through National Securities Depository Limited (NSDL). The e-voting period commenced at 9:00 A.M. on 12th February, 2024 and ended at 5:00 P.M. on 12th March, 2024.

A newspaper advertisement as required under the provisions of the Companies Act, 2013 was published in in Business Standard (All India editions- English Language) and Aajkaal (Kolkata Edition- Bengali Language) on 10th February, 2024.

Based on the analysis of the valid votes, the Scrutinizer submitted his report on 13th March, 2024. As per the Scrutinizer's report, the Company Secretary duly authorised by the Chairman for the purpose of declaring the Postal Ballot results, announced the result of the Postal Ballot. The resolutions approved by the members and details of voting thereon as per the Scrutinizer's report are as under:

Item no. 1- Special Resolution-Re-appointment of Shri Naresh Pachisia (DIN: 00233768) as an Independent Director of the Company:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any

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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 of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Shri Naresh Pachisia (DIN: 00233768), who holds the office of Independent Director up to 31st March, 2024 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation and to hold office as such for a second term of five years from 1st April, 2024 to 31st March, 2029 (both days inclusive) on such terms and conditions as stated in the explanatory statement hereto.”

“RESOLVED FURTHER that Board of Directors of the Company, individual Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things on behalf of the Company, as may be deemed necessary, expedient or desirable in connection therewith or incidental thereto, to give effect to the foregoing 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	452	204,977,005	NA	NA	452	204,977,005	99.8500
Voted against the resolution	50	307,903	NA	NA	50	307,903	0.1500
Total	502	205,284,908	NA	NA	502	205,284,908	100

Note: 6 members have cast their votes partly for and partly against resolution 1 and therefore they have been counted twice while counting the total number of members voted for resolution 1.

Item no. 2-Special Resolution-Re-appointment of Shri Rajesh Kumar Agarwal (DIN: 00223718) 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

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of Association of the Company and on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Shri Rajesh Kumar Agarwal (DIN: 00223718), as an Executive Director of the Company for a period of five years with effect from 9th February, 2024 to 8th February, 2029 (both days inclusive) on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into between the Company and Shri Rajesh Kumar Agarwal, 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 consent of the Members be and is hereby accorded to the payment of remuneration to Shri Rajesh Kumar Agarwal (Promoter of the Company), as Executive Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.”

“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 Shri Rajesh Kumar Agarwal 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 Board of Directors of the Company, individual Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things on behalf of the Company, as may be deemed necessary, expedient or desirable in connection therewith or incidental thereto, to give effect to the foregoing 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	374	180,350,640	NA	NA	374	180,350,640	87.8538
Voted against the resolution	120	24,934,240	NA	NA	120	24,934,240	12.1462
Total	494	205,284,880	NA	NA	494	205,284,880	100

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Voting results were noted as above and it was recorded that the Resolution(s), as set out in the Notice of Postal Ballot dated 2nd February, 2024, were duly passed with requisite majority.

Date of entry in Minute Book – 18.03.2024

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sd/-
CHAIRMAN

Date: _____

Place: _____