

Century Plyboards (I) Limited

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September 26, 2016

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 35th Annual General Meeting of the Company

We are pleased to enclose herewith copy of Minutes of the proceedings of the 35th Annual General Meeting of the Company held on 31st August, 2016 at 11:00 A.M at Gyan Manch, 11 Pretoria Street, Kolkata 700 071.

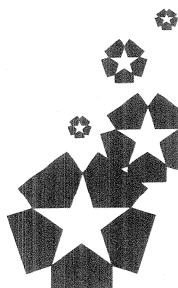
This is for your information and record.

Thanking you,
Yours faithfully,

For Century Plyboards (India) Ltd.

Sundeep Jhunhunwala
Company Secretary

Encl: As above



MINUTES of the Thirty-fifth Annual General Meeting of the Shareholders of Century Plyboards (India) Limited held on Wednesday, the 31st August, 2016 at Gyan Manch, 11 Pretoria Street, Kolkata – 700 071 at 11-00 A.M. and concluded at 1.15 P.M.

Present:

Shri Sajjan Bhajanka	Chairman & Member
Shri Hari Prasad Agarwal	Vice Chairman & Member Member of Stakeholders Relationship Committee
Shri Sanjay Agarwal	Managing Director & Member
Shri Keshav Bhajanka	Executive Director & Member
Shri Mangi Lal Jain	Director & Member Chairman of Audit Committee and Nomination and Remuneration Committee
Shri Manindra Nath Banerjee	Director
Shri Santanu Ray	Director
Shri Asit Pal	Director

906 Members (including 9 representatives of Bodies Corporate) holding 94662608 shares were present in person and 92 proxies holding 65138426 shares were present at the meeting.

In Attendance:

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

Invitees

Shri Sandeep Sharma, Representative of M/s. Singhi & Co., Statutory Auditors
Shri Manoj Kumar Banthia, Secretarial Auditor and Scrutinizer

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, 2016 (including therein the Auditors' Report and Secretarial Audit Report) were kept at the meeting and remained open and accessible for inspection by the Members during the continuance of the meeting.

Quorum

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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 informed that Shri Vishnu Khemani is busy ensuring the smooth operation of the Company's new Particle board unit at Chennai while Shri Ajay Baldawa has got stuck with some technical issues at the Joka factory. Sri Prem Kumar Bhajanka is on visit to the Myanmar unit. Shri J. P. Dua is having some personal pre-occupations while Shri Samarendra Mitra is attending to his ailing mother. Smt. Mamta Binani is having a meeting scheduled with a Ministry in New Delhi. So they have not been able to attend this AGM. All other Directors of the Company were present at the AGM.

Summary of Chairman's Speech

Before starting his formal address to the Members, the Chairman presented a small audio-visual showcasing the Company and its values. The same received by the Members with appreciation and applause. The Chairman, thereafter made a detailed presentation regarding the progress made by the Company during the financial year ended 31st March, 2016. He informed the members about the commissioning of the particle board unit in Chennai and also briefed about the new MDF unit being set up at Hoshiarpur in Punjab. The Chairman also stressed on the positive implications of GST on the Company. 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

Business of the Meeting

With the permission of the Members present, the Notice convening the meeting, the Audited Financial Statements and the Directors' Report having already been circulated, 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 Saturday, 27th August, 2016 and was available till 5.00 PM on Tuesday, 30th August, 2016. Shri Manoj Kumar Banthia of M/s. MKB & Associates, Practicing Company Secretaries was appointed as scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

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Thereafter the Chairman announced that facility for voting by poll will be provided to the members present in person and through proxies, on all resolutions as set out in the Notice after all matters have been deliberated upon by the members. 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. Agenda item nos. 7, 8 and 9 were chaired by Shri Hari Prasad Agarwal, Vice Chairman as Shri Sajjan Bhajanka stated his interest therein.

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 challenging global environment. The Members also expressed satisfaction on the quality of presentation and disclosure made in the Annual Report and Accounts 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 Biswendra Narayon Kundu, Shri Asit Kumar Pathak and Shri Santosh Kumar Saraf congratulated the Chairman for operationalization of the Particle Board unit at Chennai and also for setting up of the MDF unit at Hoshiarpur in Punjab. Shri Feroz Tandon, Shri Sarbananda Gattani, Shri Ashit Kumar Pathak, Shri Krishnendu Das, Shri Amit Kumar Banerjee, Shri Ram Awatar Sarawagi and Shri Alok Kumar Pal raised queries *inter alia* with regard to pending statutory dues as disclosed in the Audit Report, contingent liability, CSR activities and initiatives taken by the Company and unpaid dividend.. Thereafter, the Chairman provided clarification to all relevant queries raised by the Members and appreciated the suggestion given by them. He also briefed the Members about the current workings and new initiatives of the Company. Some of the queries were also answered by the CFO and by 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 the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, 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 Biswendra Narayon Kundu
Seconded by Shri Amit Kumar Roy

"RESOLVED that the Standalone Financial Statement and Consolidated Financial Statement of the Company for the year ended 31st March, 2016 together with Directors' Report and Auditors' Report thereon be and hereby approved and adopted."

Resolution No. 2: Ordinary Resolution

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Confirm payment of Interim Dividend on Equity Shares for the financial year ended 31st March, 2016

Proposed by Shri Santosh Kumar Saraf
Seconded by Shri Madhu Sudan Dey

“RESOLVED that the interim dividend of 100%. i.e. Re. 1 per equity share of face value Re.1/- each declared by the Board on 8th March, 2016 be and is hereby confirmed and approved.”

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 Sunil Kumar Modak
Seconded by Shri Prakash Mal Bothra

“RESOLVED that Shri Vishnu Khemani (DIN: 01006268), who retires by rotation at this Annual General Meeting and being eligible 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 Ajay Baldawa (DIN: 00472128), who retires by rotation and being eligible, offers himself for re-appointment

Proposed by Shri Asit Kumar Pathak
Seconded by Shri Bikramjit Talukder

“RESOLVED that Shri Ajay Baldawa (DIN: 00472128), who retires by rotation at this Annual General Meeting and being eligible 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 Biswendra Narayon Kundu
Seconded by Shri Santi Kumar Mondal

“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, 2017 as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

Resolution No. 6: Ordinary Resolution

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Appointment of Shri J. P. Dua (DIN: 02374358) as an Independent Director

Proposed by Shri Sisir Kumar Poddar
Seconded by Shri Amit Kumar Banerjee

“RESOLVED that pursuant to the provisions of Section 149, 152 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), Shri J. P. Dua (DIN: 02374358), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company with effect from 28th January 2016 and who holds office up to the date of this Annual General Meeting, and being eligible, offer 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 the candidature of Shri J. P. Dua 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 March, 2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

Resolution No. 7: Ordinary Resolution

Appointment of Shri Keshav Bhajanka (DIN: 03109701) as a Director

Proposed by Shri Asish Majumdar
Seconded by Shri Sunil Kumar Paul

“RESOLVED THAT pursuant to the provisions of Section 152 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), Shri Keshav Bhajanka (DIN: 03109701), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company with effect from 28th January 2016 and who holds office up to the date of this Annual General Meeting, and being eligible, offer 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 the candidature of Shri Keshav Bhajanka 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. 8: Ordinary Resolution

Appointment of Shri Keshav Bhajanka (DIN 03109701), as an Executive Director of the Company.

Proposed by Shri Santosh Kumar Saraf
Seconded by Shri Madhu Sudan Dey

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 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 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 appointment of Shri Keshav Bhajanka, as

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Executive Director of the Company for a period of five years from 28th January, 2016 to 27th January, 2021, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Shri Keshav Bhajanka, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby specifically 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 Keshav Bhajanka 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."

Resolution No. 9: Ordinary Resolution

Re-appointment of Shri Sajjan Bhajanka (DIN 00246043), as Chairman and Managing Director of the Company.

Proposed by Shri Satya Narayan Pal
Seconded by Shri Prakash Mal Bothra

"RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 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 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 Sajjan Bhajanka, as Chairman and Managing Director of the Company for a period of five years from 1st April, 2016 to 31st March, 2021, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Shri Sajjan Bhajanka, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby specifically 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 Sajjan Bhajanka 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."

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Resolution No. 10: Ordinary Resolution

Re-appointment of Shri Sanjay Agarwal (DIN 00246132), as Managing Director of the Company.

Proposed by Shri Biswendra Narayan Kundu

Seconded by Shri Satya Narayan Pal

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 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 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 Sanjay Agarwal, as Managing Director of the Company for a period of five years from 1st July, 2016 to 30th June, 2021, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Shri Sanjay Agarwal, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby specifically 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 Sanjay 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.”

Resolution No. 11: Ordinary Resolution

Re-appointment of Shri Ajay Baldawa (DIN 00472128), as Executive Director (Technical) of the Company

Proposed by Shri Asit Kumar Pathak

Seconded by Shri Santosh Kumar Saraf

“RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 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 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 Ajay Baldawa, as Executive Director (Technical) of the Company for a period of five years from 1st July, 2016 to 30th June, 2021, on terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Shri Ajay Baldawa, a copy whereof duly authenticated by the Chairman is placed before this meeting and which Agreement be and is hereby specifically approved.”

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“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 Ajay Baldawa 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.”

Resolution No. 11: Ordinary Resolution

Finalisation of Fee for service of documents by specific mode

Proposed by Shri Asish Majumdar

Seconded by Shri Satya Narayan Pal

“RESOLVED that in terms of proviso to Section 20(2) of the Companies Act, 2013, a uniform fee of Rupees Two Hundred be charged towards cost of dispatch and handling for service of each document within India and Rupees One Thousand for service of each document outside India by any specific mode requested by any shareholder.”

Conduct of Voting through Ballot paper

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 108 of the Companies Act, 2013, Rule 20 of 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.

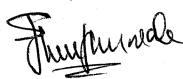
The Chairman announced that the combined results of Remote e-voting and poll taken at the meeting shall be displayed on the Company’s website as well as its registered office within forty-eight hours from the conclusion of the AGM and the same would also be communicated to the Stock Exchanges where the 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 35th 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.

Sd/-
CHAIRMAN

For CENTURY PLYBOARDS (INDIA) LIMITED


Sundeep Jhunjunwala
Company Secretary

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

The Scrutinizer's report dated 31st August, 2016, 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 31st August, 2016 in terms of which all resolutions as set out in the Notice convening the 35th Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman on 1st September, 2016 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 on Remote e-voting 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, 2016, 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	195	192647175	57	466	252	192647641	100
Voted against the resolution	3	127	1	1	4	128	Negligible
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 2 – Ordinary Resolution

Confirm payment of Interim Dividend on Equity Shares for the financial year ended 31st March, 2016

	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	192647175	58	467	253	192647642	100
Voted against the resolution	2	76	-	-	2	76	Negligible
Invalid votes	-	-	6	17	6	17	Negligible

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	145	169430145	58	467	203	169430612	87.95
Voted against the resolution	53	23217157	0	0	53	23217157	12.05
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 4 – Ordinary Resolution

Appointment of a Director in place of Shri Ajay Baldawa (DIN: 00472128), 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	153	180486460	58	467	211	180486927	93.70
Voted against the resolution	43	12133462	0	0	43	12133462	6.30
Invalid votes	-	-	6	17	6	17	Negligible

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	188	192632436	57	462	245	192632898	99.99
Voted against the resolution	8	14766	1	5	9	14771	0.01
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 6 – Ordinary Resolution

Appointment of Shri J. P. Dua (DIN: 02374358) 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	188	192646921	58	467	246	192647388	100
Voted against the resolution	9	356	0	0	9	356	Negligible
Invalid votes	-	-	6	17	6	17	Negligible

Agenda Item no. 7 – Ordinary Resolution

Appointment of Shri Keshav Bhajanka (DIN: 03109701) 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	180	191549399	58	467	238	191549866	99.43
Voted against the resolution	16	1097853	0	0	16	1097853	0.57
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 8 – Ordinary Resolution

Appointment of Shri Keshav Bhajanka (DIN 03109701), 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	179	190789418	57	462	236	190789880	99.04
Voted against the resolution	17	1857759	1	5	18	1857764	0.96
Invalid votes	-	-	6	17	6	17	Negligible

Agenda Item no. 9 – Ordinary Resolution

Re-appointment of Shri Sajjan Bhajanka (DIN 00246043), as Chairman and 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	187	191476147	58	467	245	191476614	99.39
Voted against the resolution	9	1170389	0	0	9	1170389	0.61
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 10 – Ordinary Resolution

Re-appointment of Shri Sanjay Agarwal (DIN 00246132), as Managing Director of the Company.

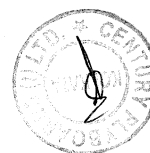
	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	183	191477017	58	467	241	191477484	99.39
Voted against the resolution	13	1170235	0	0	13	1170235	0.61
Invalid votes	-	-	6	17	6	17	Negligible

Agenda Item no. 11 – Ordinary Resolution

Re-appointment of Shri Ajay Baldawa (DIN 00472128), as Executive Director (Technical) 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	189	192646934	58	467	247	192647401	100
Voted against the resolution	8	343	0	0	8	343	Negligible
Invalid votes	-	-	6	17	6	17	Negligible

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Agenda Item no. 12 – Ordinary Resolution

Fee for service of documents

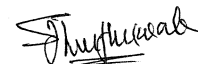
	Remote e-voting		Voting through Ballot Paper		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total no. of valid votes cast
Voted in favour of the resolution	176	191958475	58	467	234	191958942	99.64
Voted against the resolution	21	688832	0	0	21	688832	0.36
Invalid votes	-	-	6	17	6	17	Negligible

Sd/-

CHAIRMAN

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For CENTURY PLYBOARDS (INDIA) LIMITED

**Sundeep Jhunhunwala**
Company Secretary