



MINUTES of the Thirty-first Annual General Meeting of the Shareholders of Century Plyboards (India) Limited held on Thursday, the 27th September, 2012 at 11-00 A.M. at Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata- 700 001.

Present:

Shri Sajjan Bhajanka	Chairman
Shri Hari Prasad Agarwal	Vice Chairman
Shri Sanjay Agarwal	Managing Director
Shri Manindra Nath Banerjee	Director
Shri Samarendra Mitra	Director
Shri Santanu Ray	Director

and 1242 Members present in person and 166 by proxy

Shri A. K. Julasaria, Chief Finance Officer and Company Secretary, in attendance

Shri Sajjan Bhajanka, Chairman of the Company Chaired the Meeting.

The Chairman welcomed all the members present at the meeting and introduced the Directors present on the dais to them.

The Chairman informed the meeting that the Register of Members, Register of Directors, Register of Directors' shareholding and other statutory registers as per requirement of the Companies Act, 1956 are available and would remain so throughout the meeting for inspection of Members.

The Chairman announced that the quorum for the meeting being present, the meeting would proceed as per the Agenda.

With the permission of the Members present, the Notice convening the meeting and Directors' Report, having already been circulated, were read. The Company Secretary also read out the Auditors' Report.

The Chairman proceeded with the agenda of the meeting requesting members to ask questions on the agenda items as they feel necessary.

ORDINARY BUSINESS

Agenda Item No. 1

Adoption of Accounts

The Chairman placed before the meeting the resolution relating to the first item of the agenda, i.e. adoption of audited accounts for the financial year 2011-12 and invited members to discuss the same. The members appreciated that despite difficult economic year company could achieve satisfactory financial results. The members raised questions about foreign exchange losses suffered by the company. The members appreciated that although company has suffered foreign exchange losses but if company would have hedged its foreign exchange exposure, the company would have to pay substantial amount by way of hedging premium. Considering the hedging premium which company would have paid to cover the foreign exchange exposure, the actual loss suffered by the Company on this account is less. The members also appreciated that the company could save a substantial sum on account of borrowing cost by availing low cost foreign exchange borrowing. The Chairman informed that company is closely monitoring foreign exchange fluctuations under expert advice. The Chairman thanked the shareholders for their keen interest in Company' working.



CHAIRMAN'S
INITIALS

S. M. A.

MINUTE BOOK



Proposed by Shri Arup Kumar Das
Seconded by Shri Joytirindra Narayan Kundu

"RESOLVED that the audited Balance Sheet as at 31st March 2012 and the Statement of Profit & Loss for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon be and are hereby received and adopted."

Before the Resolution was put to vote, the Chairman invited the members to offer any comments & queries on the working of the Company during the year under review as also on the Accounts. The members put forth their queries, which were duly replied by chairman and CFO. The members congratulated company for the excellent performance. The Chairman thanked the shareholders for their keen interest in the Company's working.

The Resolution was then put to vote by show of hands. There being one vote against the resolution, the Chairman declared it carried with majority.

Agenda Item No. 2

Confirm declaration and payment of Interim Dividend on Equity Shares and to declare Dividend on Preference Shares for the year ended 31st March, 2012

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. approval of payment of dividend-

Proposed by Shri S. Talukdar
Seconded by Shri Soumyendra Narayan Kundu

"RESOLVED that as recommended by the Board, Dividend for the financial year ended 31st March, 2012, at coupon rate of 9% i.e. 90 paise per share on preference shares be and is hereby declared and approved for payment to those shareholders/ beneficial owners whose names appear on the Company's Register of Preference Shareholders on 27th September, 2012."

"RESOLVED that the Interim Dividend @ Re. 1 per equity share declared by the Board of Directors at its meeting held on 19th August, 2011 be and is hereby confirmed."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 3

Re-appointment of retiring Director Shri Prem Kumar Bhajanka

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. reappointment of Shri Prem Kumar Bhajanka, retiring Director -

The Chairman informed that in terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Prem Kumar Bhajanka retires by rotation and being eligible, offered himself for re-appointment.

Proposed by Shri Sarbananda Gattani
Seconded by Shri Feroz Tandon

"RESOLVED that Shri Prem Kumar Bhajanka who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

CHAIRMAN'S
INITIALS



MINUTE BOOK



"RESOLVED that pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. S. R. Batliboi & Co., Chartered Accountants, Kolkata be and are hereby reappointed as the Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors of the Company."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

SPECIAL BUSIENSS

Agenda Item No. 7

Appointment of Branch Auditors

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Branch Auditors -

The Chairman informed that the Company is presently having 25 Marketing Branches and 5 manufacturing units spread all over the country and further branches may have to be opened from time to time. In view of such a large network of branches, it would be desirable to authorize the Board of Directors to appoint Branch Auditors in consultation with the Statutory Auditors of the Company.

Proposed by Shri Feroz Tandon

Seconded by Shri Joytirindra Narayan Kundu

"RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorised to appoint auditors in respect of its branch offices in consultation with Company's Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until conclusion of next Annual General Meeting of the Company and that the Board of Directors of the Company is hereby authorised to fix their remuneration for the said period."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 8

Appointment of Shri Santanu Ray as Director

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Shri Santanu Ray as Director

The Chairman stated that Shri Santanu Ray was appointed as Additional Director on the Board of the Company by the Board at its meeting held on 31st October, 2011 and that his continuance as Director of the Company will be beneficial. He would hold such office up to the conclusion of this Annual General Meeting. He would be liable to retire by rotation.

Proposed by Shri Subhash Chandra Gupta

Seconded by Shri Feroz Tandon

"RESOLVED that Shri Santanu Ray, who was appointed as an Additional Director of the Company by the Board of Directors and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 257 of the Companies Act, 1956, from a member of the Company, proposing the candidature of Shri Ray to the office of Director of the Company and who has consented, if appointed, to act as a Director of the Company, is hereby appointed as a Director of the Company, liable to retire by rotation."

CHAIRMAN'S
INITIALS



The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 4

Re-appointment of retiring Director Shri Vishnu Khemani

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. reappointment of Shri Vishnu Khemani, retiring Director -

The Chairman informed that in terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Vishnu Khemani retires by rotation and being eligible, offered himself for re-appointment.

Proposed by Shri Biswendra Narayon Kundu
Seconded by Shri S. Talukdar

"RESOLVED that Shri Vishnu Khemani who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 5

Re-appointment of retiring Director Ms. Plistina Dkhar

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. reappointment of Ms. Plistina Dkhar, retiring Director -

The Chairman informed that in terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Ms. Plistina Dkhar retires by rotation and being eligible, offered himself for re-appointment.

Proposed by Shri S. Talukdar
Seconded by Shri Pradip Mukherjee

"RESOLVED that Ms. Plistina Dkhar who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 6

Appointment of Statutory Auditors and to fix their remuneration

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Statutory Auditors and to fix their remuneration -

The Chairman informed that the existing Statutory Auditors, M/s S. R. Batliboi & Co. have expressed their willingness to be re-appointed as Statutory Auditors for the ensuing year. He also informed that a letter from M/s. S. R. Batliboi & Co. have been received to the effect that their appointment, if made, would be within the limits prescribed u/s 224(1B) of the Companies Act, 1956.

Proposed by Shri Biswendra Narayon Kundu
Seconded by Shri Sanjay Kumar Mishra



CHAIRMAN'S
INITIALS

Sanjay



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Shri Hari Prasad Agarwal	Vice Chairman
Shri Sanjay Agarwal	Managing Director
Shri Manindra Nath Banerjee	Director
Shri Samarendra Mitra	Director
Shri Santanu Ray	Director

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Shri Sajjan Bhajanka, Chairman of the Company Chaired the Meeting.

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ORDINARY BUSINESS

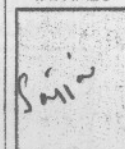
Agenda Item No. 1

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CHAIRMAN'S
INITIALS



MINUTE BOOK



Proposed by Shri Arup Kumar Das
Seconded by Shri Joytirindra Narayan Kundu

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The Resolution was then put to vote by show of hands. There being one vote against the resolution, the Chairman declared it carried with majority.

Agenda Item No. 2

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The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. approval of payment of dividend-

Proposed by Shri S. Talukdar
Seconded by Shri Soumyendra Narayan Kundu

"RESOLVED that as recommended by the Board, Dividend for the financial year ended 31st March, 2012, at coupon rate of 9% i.e. 90 paise per share on preference shares be and is hereby declared and approved for payment to those shareholders/ beneficial owners whose names appear on the Company's Register of Preference Shareholders on 27th September, 2012."

"RESOLVED that the Interim Dividend @ Re. 1 per equity share declared by the Board of Directors at its meeting held on 19th August, 2011 be and is hereby confirmed."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 3

Re-appointment of retiring Director Shri Prem Kumar Bhajanka

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. reappointment of Shri Prem Kumar Bhajanka, retiring Director -

The Chairman informed that in terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Prem Kumar Bhajanka retires by rotation and being eligible, offered himself for re-appointment.

Proposed by Shri Sarbananda Gattani
Seconded by Shri Feroz Tandon

"RESOLVED that Shri Prem Kumar Bhajanka who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

CHAIRMAN'S
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The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 9

Appointment of Shri Samarendra Mitra as Director

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Shri Samarendra Mitra as Director

The Chairman stated that Shri Samarendra Mitra was appointed as Additional Director on the Board of the Company by the Board at its meeting held on 31st October, 2011 and that his continuance as Director of the Company will be beneficial. He would hold such office up to the conclusion of this Annual General Meeting. He would be liable to retire by rotation.

Proposed by Shri Sushil Saboo
Seconded by Shri Joytirindra Narayan Kundu

"RESOLVED that Shri Samarendra Mitra, who was appointed as an Additional Director of the Company by the Board of Directors and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 257 of the Companies Act, 1956, from a member of the Company, proposing the candidature of Shri Mitra to the office of Director of the Company and who has consented, if appointed, to act as a Director of the Company, is hereby appointed as a Director of the Company, liable to retire by rotation."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 10

Appointment of Shri Asit Pal as Director

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Shri Asit Pal as Director

The Chairman stated that Shri Asit Pal was appointed as Additional Director on the Board of the Company by the Board at its meeting held on 30th March, 2012 and that his continuance as Director of the Company will be beneficial. He would hold such office up to the conclusion of this Annual General Meeting. He would be liable to retire by rotation.

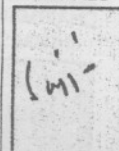
Proposed by Shri Vinod Kumar Rathi
Seconded by Shri Biswendra Narayan Kundu

"RESOLVED that Shri Asit Pal, who was appointed as an Additional Director of the Company by the Board of Directors and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 257 of the Companies Act, 1956, from a member of the Company, proposing the candidature of Shri Pal to the office of Director of the Company and who has consented, if appointed, to act as a Director of the Company, is hereby appointed as a Director of the Company, liable to retire by rotation."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.



CHAIRMAN'S
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Agenda Item No. 11**Reappointment of Shri Hari Prasad Agarwal as Executive Director**

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. re-appointment of Shri Hari Prasad Agarwal as Executive Director.

Proposed by Shri S. Talukdar

Seconded by Shri Biswendra Narayon Kundu

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto (including any statutory modification or re-enactment thereof, for the time being in force) the Company hereby approves the reappointment of Shri Hari Prasad Agarwal as Executive Director of the Company for a period of five years from 1st June, 2012 to 31st May, 2017 (both days inclusive), 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."

"RESOLVED FURTHER that where in any financial year, the Company has no profits or inadequate profits, the remuneration payable to Shri Hari Prasad Agarwal shall be subject to the limits specified in Section II of Part II of Schedule XIII of the Companies Act, 1956 as may, for the time being, be in force."

"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 within the limits sanctioned in the aforesaid agreement, in such manner as may be agreed to between the Board and Shri Hari Prasad Agarwal in the best interest of the Company, but subject to the restrictions contained in the Companies Act, 1956 and Schedule XIII to the said Act."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard."

The Resolution was then put to vote by show of hands. There being no vote against the resolution, the Chairman declared it carried unanimously.

Agenda Item No. 12**To grant consent to the Board of Directors in terms of Section 293(1)(e)**

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. to grant consent to the Board of Directors in terms of Section 293(1)(e)

Proposed by Shri S. Takukdar

Seconded by Shri Jayanta Chatterjee

"RESOLVED that pursuant to the provisions of Section 293(1)(e) of the Companies Act, 1956 and other provisions, if any of the Companies Act, 1956 or rules made thereunder, consent of the members of the Company be and is hereby granted to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of the Company or the welfare of its employees, an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores), in aggregate, in a financial year, notwithstanding the fact that the said amount may exceed the limits prescribed in the aforesaid section."

CHAIRMAN'S
INITIALS




Agenda Item No. 13**Appointment of Ms. Nikita Agarwal, relative of Managing Director Mr. Sanjay Agarwal, as an Executive and payment of remuneration to her.**

The Chairman placed before the meeting the resolution relating to the next item of the agenda, i.e. appointment of Ms. Nikita Agarwal, relative of Director, as an Executive and payment of remuneration to her.

Proposed by Shri Pradip Mukherjee

Seconded by Shri Joytirindra Narayan Kundu

"RESOLVED that pursuant to Section 314 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modification or re-enactment thereof for the time being in force and the Directors' Relatives (Office or Place of Profit) Rules, 2003, as amended from time to time and as approved by the Board of Directors at their Meeting held on 30th July, 2011 and subject to such other approvals, as may be necessary, consent of the Company be and is hereby accorded to Ms. Nikita Agarwal, who is a relative of Managing Director, Mr. Sanjay Agarwal to hold an office or place of profit under the Company as an executive or with such designation as the Board of Directors of the Company may, from time to time, decide, for a period of five years from 1st August, 2011 at a total remuneration (excluding reimbursement of expenses, if any) of Rs. 50,000/- per month, with such increments as the Board may, from time to time decide, subject to a maximum of Rs. 2,50,000/- per month and on such other terms and conditions as set out in the Appointment letter, a copy whereof is placed before this meeting."

"RESOLVED FURTHER that the Board of Directors of the Company be and they are hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration from time to time and to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

The Resolution was then put to vote by show of hands. There being one vote against the resolution, the Chairman declared it carried with majority.

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

Sanjay Agarwal

CHAIRMAN

3.10.12



CHAIRMAN'S
INITIALS



