

Date: 24/01/2026

To
The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

NSE Code: SYLVANPLY
ISIN: INE01IH01015

Dear Sir / Madam,

Sub: Minutes of the Special Resolutions passed by way of Postal Ballot by the members of Sylvan Plyboard (India) Limited on January 02, 2026

With reference to the captioned subject, please find enclosed herewith a certified true copy of the Minutes of the Special Resolutions passed by the members of the Company by way of Postal Ballot through remote e-voting process on Friday, January 02, 2026. The results of the Postal Ballot had already been announced vide our letter/intimation dated January 05, 2026.

You are requested to kindly update above information on your record.

Thanking You,
For SYLVAN PLYBOARD (INDIA) LIMITED

Rajneesh Mishra
Company Secretary
& Compliance Officer

Sylvan Plyboard (India) Limited

(An ISO 9001, ISO 14001 & ISO 45001 Certified Company)

CIN No.: L51431WB2002PLC095027

Corp. Office: Adventz Infinity@5, Block – BN5, Office No. – 802, Sector - V, Salt Lake, Kolkata - 700 091, W.B. India, Ph.: +91 33 4801 7916

Regd. Office & Factory: NH - 2, Delhi Road, Champsara, Chinnamore, P.O.: Baidyabati, dist.: Hooghly, W.B., Pin: 712 222

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Email: singhbros1@yahoo.co.in



Indian Green Building Council
MEMBER

MINUTES OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING FACILITY BY THE MEMBERS OF SYLVAN PLYBOARD (INDIA) LIMITED ON FRIDAY, JANUARY 2, 2026 RESULTS OF WHICH WAS DECLARED ON MONDAY, JANUARY 5, 2026

The Board of Directors of the Company (“Board”) at its meeting held on 28th November, 2025 approved the proposal to conduct a postal ballot (“Postal Ballot”) by remote e-voting process (“Remote E-voting”) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), to transact special businesses as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means (‘remote e-Voting’).

The following action was conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA circulars:

1. The Board of Directors of the Company (“the Board”) appointed M/s. Mehta & Mehta, Company Secretaries (Firm Registration No. P1996MH007500), as Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner.
2. The Company availed the services of Bigshare Services Pvt Ltd for providing Remote E-voting facility to the Members
3. In compliance with Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a newspaper advertisement was published on December 04, 2025 in English daily “Business Standard” (Kolkata edition) and the Bengali daily “Aajkal” (Kolkata edition) respectively.
4. The remote e-voting period commenced at 9.00 a.m. (IST) on Thursday, 04th December, 2025 and ended at 5.00 p.m. (IST) on Friday, 02nd January, 2026.

Pursuant to the MCA Circulars, the Company completed circulation of Notice along with explanatory statement via electronic mode on 03rd December, 2025 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 01st December, 2025 (cut-off date) and whose e-mail addresses were registered with the Company/Depository Participant/ Registrar and Share Transfer Agent of the Company.

The Members were required to communicate their assent or dissent only through Remote E-Voting system in terms of the aforesaid MCA Circulars.

The Members holding shares as on the Cut-off Date i.e. 01st December, 2025 were only entitled to vote on the resolutions.

The Company Secretary of the Company was also authorized by the chairman of the Company to disseminate the voting results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the Scrutinizer’s Report dated 05th January, 2026, the special resolution as set out in the Notice of the Postal Ballot dated 28th November, 2025 were passed with the requisite majority.

The summarized details of the text of the special resolution passed and details of voting as per scrutinizer’s report are as below;

ITEM NO- 1: APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modifications or re-enactment thereof, for the time being in force) (**the “Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the “SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the rules and regulations made thereunder, as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (**“SEBI”**) and the Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, **the “Applicable Laws”**), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) entered into between the Company, National Stock Exchange of India Limited (**the “NSE/Stock Exchange”**), the stock exchange in India where the equity shares of face value of Rs. 10 of the Company (**“Equity Shares”**) are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GoI, the Registrar of Companies (**“RoC”**), SEBI, Stock Exchange, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (**the “Regulatory Authorities”**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”** which term shall include a duly authorized committee thereof for the time being, namely **“FPO Committee”**, exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot upto 55,00,000 Equity Shares by way of a fresh issue of Equity Shares through a further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) (**the “Offer”**), for cash, either fully or partly paid, wherein calls are made in one of more tranches, at such price, either at par or premium or such that the amount being raised in one or more tranches including pursuant to the Offer to any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) of Section 62(1) of the Companies Act, 2013 including the issue and allotment of shares to the Market Maker in accordance with the provisions of SEBI ICDR Regulations for cash, in any mode whether fixed or book building mechanism, and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the Companies Act, SEBI ICDR Regulations and other applicable laws and regulations provided.

“RESOLVED FURTHER THAT the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Securities and Exchange Board of India/Ministry of Corporate Affairs/NSE or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.”

“RESOLVED FURTHER THAT the Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted, are received from NSE for listing on its EMERGE Platform in accordance with the SEBI ICDR Regulations and SEBI LODR Regulations.”

“RESOLVED FURTHER THAT

- a) All monies received by the Company out of the Issue and allotment of the Equity Shares from the public shall be transferred to a separate bank account as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilized out of the Issue proceeds as referred to above shall be disclosed and continued to be disclosed until such time as any part of the Issue proceeds remains unutilized under an appropriate separate head in the financial statements of the Company indicating the purpose for which such monies had been utilized; and
- c) Details of all unutilized monies out of the Issue proceeds, if any, as referred to above shall be disclosed under an appropriate separate head in the financial statement of the Company indicating the form in which such unutilized monies have been invested;

“RESOLVED FURTHER THAT the Board be and is hereby authorized, in view of the proposed Further Public Offer (“FPO”) of the Company and for the purpose of effectively managing, supervising and carrying out all activities in connection with the FPO, to constitute a Committee to be known as the **‘Further Public Offer Committee’** (“FPO Committee”).

“RESOLVED FURTHER THAT the Board and/or the newly constituted FPO committee be and are hereby severally authorised to do all such acts, deeds and things as its deems necessary or desirable in connection with the Further Public Issue without being required to seek any fresh consent or approval of the shareholders of the Company, including, but not limited to the following:

- (i) Authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Equity Shares;
- (ii) Giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (iii) To determine, vary, modify, alter any of the terms and conditions of the securities to be issued including reduction of the size of the issue(s), as it may deem expedient, in its discretion.
- (iv) Appointing Market Maker(s), Underwrites(s), Legal Advisor(s), Registrar(s), Escrow Bank(s), Syndicate Member(s), and other intermediaries to the Further Public Issue in accordance with the provisions of the SEBI ICDR Regulations and other applicable statutory and/or regulatory requirements in consultation with the Lead Manager;
- (v) Seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares;
- (vi) Deciding the issue size, pricing and terms of the Equity Shares, and all other related matters.
- (vii) Approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager, in accordance with all applicable laws, rules, regulations and guidelines;
- (viii) To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- (ix) Submission of Application and seeking the listing of the Equity Shares on NSE and taking all actions that may be necessary in connection with obtaining such listing;
- (x) Finalization of and arrangement for the submission of the draft prospectus to be submitted to the stock exchange for receiving comments from the Further public and the prospectus to be filed with the stock exchange, Registrar of Companies, SEBI and / or any other regulatory authorities, and any corrigendum, amendments, supplements thereto;
- (xi) Authorization of the maintenance of a register of holders of the Equity Shares;
- (xii) Finalization of the basis of allotment of the Equity Shares;
- (xiii) Finalization of the allotment of the Equity Shares on the basis of the applications received;
- (xiv) To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- (xv) Acceptance and appropriation of the proceeds of the Further Public Issue;
- (xvi) To generally do any other act and/or deed, to negotiate and execute any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Further Public Issue;

- (xvii) To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- (xviii) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;

“RESOLVED FURTHER THAT the said equity shares to be issued shall rank pari passu with the existing equity shares of the Company and shall be entitled to dividend, if any, declared in accordance with the statutory guidelines that are in force at the time of such declaration.

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to delegate the all powers herein conferred by this resolution on it, to the Managing Director of the Company or any one of the Executive Directors or Company Secretary or any other person(s) as it may deem fit to give the effect to the aforesaid resolution.”

The result of Remote E-Voting was as under:

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes Cast						Result Declared
	Remote E-Voting						
	Votes cast in favour of the resolution		Votes against the resolution		Invalid Votes		
	No.	%	No/	%	No.	%	
Special Business							
Special Resolution for Approval of Further Public Offering of Equity Shares of the Company	14296830	100	0	0	0	0	Approved by requisite majority

Accordingly, the above-mentioned Special resolution set out in the Postal Ballot Notice dated 28th November, 2025 was duly approved through Postal Ballot by the members of the Company with the requisite majority on January 02, 2026.

Sd/-
Jai Prakash Singh
Chairman

Date of entry in the minutes book: 15/01/2026