



Manoj Kumar Banthia
Company Secretary

MKB & Associates

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Century Plyboards (India) Limited
6, Lyons Range,
Kolkata-700001

E-voting at the 33rd Annual General Meeting of Century Plyboards(India) Limited to be held on Thursday, 11st September, 2014 at 11.00 A.M., at Indian Chamber of Commerce Auditorium, 16th Floor, 4, India Exchange Place, Kolkata-700001.

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Century Plyboards (India) Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 33rd Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 29th August, 2014.
3. The period for e-voting had begun at 09.00 a.m. on Friday, 5th September, 2014 and ended at 06.00 p.m. on Sunday, 7th September, 2014.
4. The votes cast were unblocked on Monday, 8th September, 2014 at 11.00 a.m. in the presence of 2 witnesses. Mr. Saheb Ali and Ms. Pritha Bose, who are not in the employment of the Company.
5. Based on the reports generated from NSDL's e-voting website <https://www.evoting.nsdl.com>, the results of e-voting are as under; percentage have been taken up to two decimals.





Ordinary Businesses:

Item no. 1 – Ordinary Resolution -To receive, consider and adopt Audited Balance Sheet as at 31st march, 2014 and statement of Profit and Loss together with the Reports of Directors and Auditors for the year ended 31st March 2014.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 103 | 192122617 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 2 – Ordinary Resolution to declare dividend on Equity Shares for the year ended 31st March, 2014.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 105 | 192122662 | 99.99% |
| Voted against the resolution | 3 | 3 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 3 – Ordinary Resolution to appoint a director in place of Shri Prem Kumar Bhajanka (DIN-00591512) who retires by rotation and being eligible, offers himself for re-appointment.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 103 | 192122617 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 4 – Special Resolution to Appoint M/s Singhi & Co, Chartered Accountants (Firm Reg No: 302049E) as Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 102 | 192122417 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

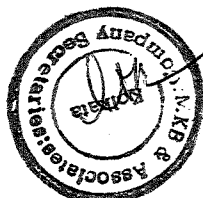
Special Businesses:

Item no. 5 – Special Resolution- To Approve payment of remuneration by way commission to non-executive Directors.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192119606 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 6 – Ordinary Resolution for Appointment of Sri Mangi Lal Jain(DIN: 00353075) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192119407 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 7 – Ordinary Resolution Appointment of Sri Manindra Nath Banerjee (DIN: 00312918) as an Independent Director of the Company.

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 102 | 192122417 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 8 – Ordinary Resolution for Appointment of Sri Santanu Ray (DIN:00642736) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 9 – Ordinary Resolution for appointment of Sri Samarendra Mitra (DIN:05105399) as an Independent Director of the Company

| | No. of Members who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|--------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 100 | 192122407 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 10 – Ordinary Resolution for appointment of Sri Asit Pal (DIN: 00742391) as an Independent Director of the Company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 11 – Ordinary Resolution for appointment of Smt. Mamta Binani (DIN: 00462925) as an Independent Director of the Company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 99 | 192122401 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 12 – Special Resolution. For Adoption of New Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 101 | 192122412 | 99.99% |
| Voted against the resolution | 5 | 48 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





Item no. 13 – Special Resolution -for giving Authorization to the Board to mortgage, hypothecate or create charge on Company assets.

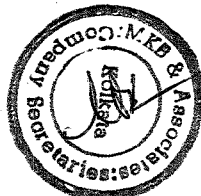
| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 89 | 183825597 | 95.83% |
| Voted against the resolution | 16 | 7996863 | 4.17% |
| Invalid votes | Nil | Nil | Nil |

Item no. 14 – Ordinary Resolution for Authorisation to the Board to borrow up to an amount not exceeding ` 2,000 crores.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 89 | 184125101 | 95.83% |
| Voted against the resolution | 17 | 7997363 | 4.17% |
| Invalid votes | Nil | Nil | Nil |

Item no. 15 – Special Resolution – for appointment of Sri Rajesh Kumar Agarwal, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 95 | 181667284 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |





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Company Secretary

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Item no. 16 – Special Resolution – for appointment of Sri Abhishek Rathi, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 98 | 192039272 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Item no. 17 – Special Resolution – for appointment of Sri Surender Kumar Gupta, relative of a Director, as an employee in the company.

| | No. of Member who voted | Number of votes cast | % of total number of votes cast |
|-----------------------------------|-------------------------|----------------------|---------------------------------|
| Voted in favour of the resolution | 98 | 182996112 | 99.99% |
| Voted against the resolution | 7 | 183 | 00.00% |
| Invalid votes | Nil | Nil | Nil |

Thanking You,



Manoj Kumar Banthia
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: September 8, 2014

Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com>, in our presence on Monday, 8th September, 2014.

Saheb Ali

Name: Saheb Ali
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
Kolkata - 700017

Pritha Bose

Name: Pritha Bose
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
Kolkata - 700017