

Century Plyboards (India) Limited

Century House,

P 15/1, Taratala Road, Kolkata - 700088

• P: (033) - 3940 3950 • F: (033) - 2248 3539

kolkata@centuryply.com • www.centuryply.com

Cin No : L20101WB1982PLC034435



Date: March 21, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001,
Scrip Code- 532548

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Scrip Name-Centuryply

Sub: Consolidated Scrutinizer's Report on the voting results of the meeting of the Unsecured Creditors of Century Plyboards (India) Limited ("Company") held on Monday, March 20, 2023 pursuant to the order of the Hon'ble National Company Law Tribunal, Kolkata Bench

Dear Sir/Madam,

The Consolidated Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting) of the meeting of the Unsecured Creditors of Century Plyboards (India) Limited ("Company") held on Monday, March 20, 2023 pursuant to the order of the Hon'ble National Company Law Tribunal, Kolkata Bench is enclosed herewith. The said Scrutinizer's Report is also being uploaded on the Company's website and on the website of the National Securities Depository Limited (NSDL). The same are also being displayed at the Registered Office at P - 15/1, Taratala Road Kolkata West Bengal - 700088.

You are requested to take the above on record.

Thanking you

Yours faithfully,

For Century Plyboards (India) Limited

Sundeep Jhunjunwala

Company Secretary

Encl: as above

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to directions of the National Company Law Tribunal, Kolkata Bench vide its Order dated February 10, 2023]

To,
Mr. Avishek Guha, Advocate

Chairperson appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") for conducting the Meeting of the Unsecured Creditors of Century Plyboards (India) Limited in Company Application CA (CAA) No. 168/KB/2022.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the remote e-voting and e-voting pursuant to the direction of the Hon'ble Tribunal vide its Order dated February 10, 2023 for convening the Meeting of Unsecured Creditors of Century Plyboards (India) Limited held on March 20, 2023 at 03:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means

1. I, Rohit Kumar Keshri, Company Secretary and Advocate, have been appointed as the Scrutinizer, by the Hon'ble National Company Law Tribunal ("Tribunal" or "NCLT") vide its order dated February 10, 2023 ("Tribunal Order") passed in the Company Application CA (CAA) No. 168/KB/2022 for the purpose of scrutinizing and ascertaining the results of remote e-voting and e-voting at the meeting of the Unsecured Creditors of Century Plyboards (India) Limited conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on March 20, 2023 at 03:00 P.M. on the resolution seeking approval of the Unsecured Creditors for the Scheme of Arrangement between Century Plyboards (India) Limited ("Company" or "Transferor Company") and Century Infra Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme")
2. In terms of the notice dated February 16, 2023 ("Notice"), a meeting of the Unsecured Creditors of the Company was convened and held on March 20, 2023 at 03:00 P.M. (IST) through VC ("the Meeting").
3. The Company had provided, to its Unsecured Creditors, facility to exercise their right to vote on the resolution contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("e-voting at the meeting").

ROHIT KUMAR KESHRI (B.Com, C.S, LL.M)
ROHIT KESHRI &
ASSOCIATES, Advocate

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Ph.: +91-9681670966/9836031579

4. I have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the Meeting on the proposed resolution contained in the Notice calling the Meeting.
5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to voting through "remote e-voting" and "e-voting at the meeting" on the resolution contained in the Notice.
6. My responsibility as Scrutinizer for e-voting process is to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by National Depository Services (India) Limited ("NDSL"), the Agency engaged by the Company to provide the facility of remote e-voting and e-voting at the Meeting.

Further to the above, I submit my report as under:

7. The Unsecured Creditors of the Company as on the "cut-off date", as specified in the Notice, i.e., March 05, 2023 were entitled to vote on the resolution as set out in the Notice calling the Meeting and their voting rights were in proportion to the outstanding amount due by the Company as on the cut-off date.
8. There were 1,907 Unsecured Creditors aggregating to an outstanding amount of INR 174,52,99,952 due by the Company as on the cut-off date.
9. The remote e-voting, remained open from Thursday, March 16, 2023 09:00 A.M (IST) till Sunday, March 19, 2023 05:00 P.M. (IST) and the same was disabled thereafter.
10. E-voting was also conducted at the Meeting held on Monday, March 20, 2023 from 03:00 P.M. to 05:45 P.M. for Unsecured Creditors who have not cast their vote prior to the Meeting. After the time fixed for closure of the e-voting at the Meeting by the Tribunal Order i.e. 05:45 P.M., the electronic system recording the e-voting (e-votes) was locked by NDSL under my instructions.
11. After conclusion of voting at the NCLT convened Meeting, the votes cast electronically at the Meeting were counted first, and thereafter, the votes cast during remote e-voting period were unblocked on Monday, March 20, 2023 after the Closure of the Voting in the presence of two witnesses Mr. Nitish Kumar Singh and Mr. Ayush Sharma, who are not in the employment of the Company and / or NDSL. They have signed below in confirmation of the same.


Witness 1: Nitish Kumar Singh


Witness 2: Ayush Sharma



12. Thereafter, the details containing, inter-alia, list of Unsecured Creditors, who voted "in favour" or "against" the resolution put to vote through remote e-voting and electronic voting during the Meeting were derived from the report generated from the e-voting website of NDSL i.e. www.evoting.nsdl.com and scrutinized by me.
13. The resolution as set out in the Notice calling the meeting of Unsecured Creditors ("Resolution") is reproduced below:-

"RESOLVED that pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, 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 be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Century Plyboards (India) Limited & its shareholders and creditors and Century Infra Limited & its shareholders and creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

14. The Consolidated results of remote e-voting and e-voting at the Meeting, on the Resolution, scrutinized by me, are as under:

Votes cast by Unsecured Creditors of the Company

Mode of voting	Votes in Favor of Resolution			Votes Against the Resolution			Value of Invalid Votes*
	No. of Unsecured Creditors	No. of valid votes	As a percentage of total number of valid votes (in favor and in against)	No. of Unsecured Creditors	No. of valid votes	As a percentage of total number of valid votes (in favor and in against)	
(1)	(2)	(3)	(4) = $\frac{\{(2) / [(2) + (5)]\} \times 100}{100}$	(5)	(6)	(7) = $\frac{\{(5) / [(2) + (5)]\} \times 100}{100}$	(8)
Remote e-voting	50	17,78,52,469	100.00	Nil	Nil	Nil	1,21,40,692
E-voting	Nil	Nil	Nil	Nil	Nil	Nil	1,98,240
Total	50	17,78,52,469	100.00	Nil	Nil	Nil	1,23,38,932

Mode of voting	No. of Unsecured Creditors whose votes were declared invalid*	Value of votes cast by them*
Remote e-voting	9	1,21,40,692
E-voting	1	1,98,240
Total	10	1,23,38,932

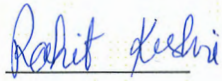
* Invalid due to non-receipt of authorizations under section 113 of the Companies Act, 2013. All the invalid votes were cast in favor of the resolution.

15. In view of the above scrutiny, I hereby certify that the above mentioned resolution has been approved and passed by the requisite majority of the Unsecured Creditors of the Company i.e. by a majority of Unsecured Creditors having more than three-fourth in value exercising voting rights and who voted in favor either through remote e-voting or by way of e-voting at the meeting, as required under the provisions of the Companies Act, 2013, out of the total number of Unsecured Creditors who voted for the aforesaid Resolution.



16. The electronic data and all other relevant records relating to remote e-voting and e-voting at the Meeting were handed over to Mr. Sundeep Jhunjhunwala, Company Secretary of the Company for safe keeping.

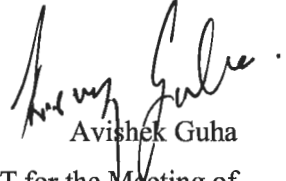
Thanking You,
Yours faithfully,



Rohit Kumar Keshri
Company Secretary
Membership No: A41722

Place: Kolkata
Date: March 21, 2023

Countersigned by:



Avishek Guha

Chairperson appointed by NCLT for the Meeting of
Unsecured Creditors of Century Plyboards (India) Limited

Place: Kolkata

Date: 21.03.2023