Century Plyboards (India) Limited

Century House,

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Cin No: L20101WB1982PLC034435

25th September, 2025



BSE Ltd.	National Stock Exchange of India Ltd.
Phiroze Jeejeebhoy Towers	Exchange Plaza, Bandra Kurla Complex, Bandra (E)
Dalal Street	Mumbai- 400 051
Mumbai- 400 001	Scrip Name- Centuryply

Dear Sir(s)/Madam(s)

Scrip Code: 532548

Sub: Minutes of the 44th Annual General Meeting of the Company

Enclosed herewith please find a copy of Minutes of the proceedings of the 44th Annual General Meeting of the Company held on Thursday, 18th September, 2025 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This is for your information and record.

Thanking you,

Yours faithfully,

For Century Plyboards (India) Ltd.

Company Secretary

Enclosed: As above









Minutes of the Forty-Fourth Annual General Meeting of the Shareholders of Century Plyboards (India) Limited held on Thursday, 18th September, 2025 through Video Conferencing / Other Audio Visual Means from its registered office at P - 15/1, Taratala Road, Kolkata-700088 at 11:30 A.M. and concluded at 01:28 P.M.

Present at the Registered Office

Shri Sajjan Bhajanka, Chairman & Managing Director

Present through Video Conferencing Executive Directors

Shri Sanjay Agarwal, CEO & Managing Director (from Kolkata)

Shri Prem Kumar Bhajanka, Managing Director- (from Gurugram)

Shri Vishnu Khemani, Managing Director- (from Chennai)

Shri Ajay Baldawa, Executive Director- (from Kolkata)

Shri Keshav Bhajanka, Executive Director - (from Kolkata)

Smt. Nikita Bansal, Executive Director- (from Kolkata)

Shri Rajesh Kumar Agarwal, Executive Director - (from New Delhi)

Independent Directors

Shri Naresh Pachisia - Chairman- Audit Committee -(from Kolkata)

Shri Probir Roy - Chairman- Stakeholders' Relationship Committee and Nomination and Remuneration Committee - (from Kolkata)

Shri Amit Kiran Deb - (from Kolkata)

Prof. (Dr.) Anuradha Lohia-(from Kolkata)

Prof. (Dr.) Arup Roy Choudhury- (from New Delhi)

Shri K Hari- (from Mumbai)

Shri Pramod Agrawal- (from Ranchi)

Smt. Ratnabali Kakkar- (from Kolkata)

In Attendance (Present at the Registered Office)

Shri Arun Kumar Julasaria, CFO

Shri Sundeep Jhunjhunwala, Company Secretary

Invitees (Present through Video Conferencing)

Ms. Twinkle Marodia, Representative of M/s. S.R. Batliboi & Co. LLP, Statutory Auditors Shri Raj Kumar Banthia, Partner M/s. MKB & Associates, Secretarial Auditor and Scrutinizer for the meeting.

Members

128 Members (including representatives of 8 Bodies Corporate) joined and were present through Video Conferencing ('VC') at the meeting.

Chairman

In terms of Article 132 of Articles of Association of the Company, Shri Sajjan Bhajanka, Chairman of the Board took the Chair.

Briefings

The Chairman welcomed the Shareholders, esteemed Board Members, representatives of institutional and corporate shareholders and other dignitaries present at the 44th Annual General Meeting of the Company. The Chairman assured that the meeting was conducted in compliance with regulatory requirements, with all efforts made to ensure seamless participation and voting.

Quorum

The Chairman, after confirmation from the Company Secretary that the requisite quorum was present as per Section 103 of the Companies Act, 2013, called the Meeting to order and commenced the proceedings as per the Agenda. The required Quorum was present throughout 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, 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, 2025 (including therein the Auditors' Report and Secretarial Audit Report) were made available electronically for inspection by the Members during the continuance of the meeting. Since the AGM was held through video conference, appointment of proxies by the members was not applicable and hence the proxy register was not available for inspection.

Introduction

The Chairman introduced the other Directors, CFO and Company Secretary who had joined in for the meeting. He welcomed the representatives of M/s. S. R. Batliboi & Co. LLP, Statutory Auditors and that of M/s. MKB & Associates, Secretarial Auditor and Scrutinizer for the meeting.

The Chairman welcomed and introduced Prof. (Dr.) Arup Roy Choudhury who had joined the Board in February, 2025 and Sri K. Hari and Prof. Anuradha Lohia who had both joined the Board in May, 2025.

He informed the Members Shri Vijay Chhibber had concluded his second term as Independent Director on 31st January, 2025 and Shri Debanjan Mandal and Shri Sunil Mitra, had similarly completed their second terms on 31st July, 2025. On behalf of the Board and the Company, he

placed on record a deep sense of appreciation for the invaluable contributions, guidance, and commitment demonstrated by the outgoing Directors during their tenure. The Chairman also welcomed M/s. S.R. Batliboi & Co. LLP, Statutory Auditors, and acknowledged their presence at their first Annual General Meeting with the Company. He expressed hope for a productive and collaborative relationship going forward.

Summary of Chairman's Speech

The Chairman thereafter began his formal address to the Members, during which he discussed the current economic conditions and briefly covered the challenges and promising developments that the Company has experienced over the past financial year.

The Chairman informed the Members that during FY 2024-25 the Company achieved revenue growth of 16.5% to ₹4,527.80 crore, notwithstanding margin pressures arising from capacity expansion. He informed about the commissioning of the particle board facility at Thiruvallur, Tamil Nadu, the scaling up of the integrated Badvel unit in Andhra Pradesh, and progress on the new plywood unit at Hoshiarpur, Punjab. He further mentioned the strengthening of the product portfolio, expansion into new categories, adoption of digital initiatives, and diversification into logistics through Century Ports Ltd. and Century Infra Ltd.

The Chairman further stated that the new capacities were expected to generate strong surpluses, enable deleveraging, and support the next phase of growth. He reiterated the Company's aspiration of achieving a turnover of Rs.12,000 Crore by 2031.

Business of the Meeting

With the permission of the Members present, the Notice convening the meeting, the Board's Report along with annexures thereto and the Audited Financial Statements for the financial year ended 31st March, 2025, having already been circulated to the members, were taken as read. The Company Secretary informed the members that neither the Statutory Auditors nor the Secretarial Auditor has made any adverse qualification or observation in their respective reports.

It was informed that all members were provided with Remote e-voting facility through NSDL for exercising their vote. Remote e-voting was open from 9:00 A.M. on Saturday, 13th September, 2025 and was available till 5:00 P.M. on Wednesday, 17th September, 2025. It was also informed that Members attending the AGM who have not cast their vote through remote e-voting, are entitled to exercise their right to vote by e-voting during the Meeting. Shri Raj Kumar Banthia of M/s. MKB & Associates, Practicing Company Secretaries was appointed as scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process.

As asked by the Chairman, the Company Secretary read out and tabled the Agenda items for meeting and also briefed about the objectives and implications of each resolution proposed to be passed at the meeting. The Company Secretary also informed that since the AGM was being held through Video Conferencing and the Resolutions mentioned in the Notice convening the AGM have already been put to vote through remote e-voting, there will be no proposing and seconding of Resolutions and no voting by show of hands. The forum was opened for questions, observations and suggestions by the members who had registered themselves as 'speakers' for the AGM.

Shri Santosh Kumar Saraf, Ms. Bharati Saraf, Shri Bimal Krishna Sarkar, Shri Sujan Modak, Shri Subhash Kar, Shri Amarendra Nath Ray, Shri Ayush Gupta, Ms. Chandravati Gattani, Shri Debasis Dey, Shri Ashit Kumar Pathak, Ms. Lily Pradhan, Shri Goutam Nandy, Shri Jaydip

Bakshi, Shri Biswendra Narayon Kundu, Shri Amit Kumar Banerjee, Shri Manas Banerjee, Shri Atanu Saha, Shri Sudipta Chakraborty and Ms. Indrani Chakraborty, Shareholders, joined in as speakers at the meeting. The speakers, in general, expressed satisfaction at the arrangements made by the Company for organizing the AGM through VC and also appreciated the timely receipt of Annual Report and Notice of AGM. The speaker shareholders congratulated the Management for the Company's excellent performance during the FY 2024-25. They also expressed satisfaction on the quality of presentation and disclosure made in the Annual Report of the Company. The Members present also complimented the Company Secretary and his team for adopting good corporate governance and investor relation practices. They further appreciated the Secretarial Department of the Company for maintaining cordial relations with Members and for providing excellent services in resolving all their queries within a reasonable time.

The speaker shareholders shared their views and suggestions with respect to the functioning of the Company. They raised queries, inter alia, regarding ESG, steps for carbon emission reduction, capex plans, women empowerment, prospects in the European market, segmental revenues, capacity utilization, measures to address the loss of Century Panels Ltd., debt reduction strategy, strategies to compete with China, roadmap for consistent profitability, export strategies, and adoption of AI tools within the Company. They also enquired about any futuristic plans for issuing ESOPs and the possibility of demerger or merger with subsidiaries. Additionally, they sought information on the status and objectives of the newly set up manufacturing plant at Hoshiarpur, Punjab.

Thereafter, the Chairman thanked them for their active participation and appreciated the constructive suggestions given by them. He provided clarification to all relevant queries raised by these members. 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 announced that the combined results of Remote e-voting and voting through electronic mode at the meeting shall be displayed on the Company's website as well as its registered office by 6:00 PM on Friday, 19th September, 2025 and in any case not later than two working days from the date of the AGM and the same would also be communicated to NSDL and to the Stock Exchanges where the shares of the Company are listed.

The business of the 44th Annual General Meeting having been completed, the Chairman announced that E-voting facility at the AGM would be available on the NSDL platform for fifteen more minutes to enable the members to cast their votes and upon completion of which, the Meeting would stand concluded. A hearty vote of thanks to the Chair was carried with acclamation.

E-voting continued for the next 15 minutes and thereafter the Meeting stood concluded at 01:28 P.M.

CHAIRMAN

The following resolutions were passed at the AGM-

ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
 b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with Report of the Auditors thereon.

"RESOLVED that the Audited Standalone Financial Statement of the Company for the year ended 31st March, 2025 together with Board's Report and Auditors' Report thereon be and are hereby approved and adopted."

"RESOLVED that the Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2025 together with Auditors' Report thereon be and are hereby approved and adopted."

Resolution No. 2: Ordinary Resolution

To declare dividend on Equity Shares for the financial year ended 31st March, 2025

"RESOLVED that as recommended by the Board of Directors of the Company, final dividend for the financial year ended 31st March, 2025, at the rate of Re. 1/- per equity share of face value Re. 1/- each, be and is hereby approved and declared for payment to those members/ beneficial owners whose names appear on the Company's Register of Members on 11th September, 2025, being the record date."

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Sri Ajay Baldawa (DIN: 00472128), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

"RESOLVED that Sri Ajay Baldawa (DIN: 00472128), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company whose office shall be subject to retirement by rotation."

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Ms. Nikita Bansal (DIN: 03109710), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment

"RESOLVED that Ms. Nikita Bansal (DIN: 03109710), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby reappointed as Director of the Company whose office shall be subject to retirement by rotation."

SPECIAL BUSINESS

Resolution No. 5: Special Resolution

Re-appointment of Sri Sajjan Bhajanka (DIN: 00246043) as Chairman and Managing Director of the Company

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Sajjan Bhajanka (DIN: 00246043), as the Chairman and Managing Director of the Company for a period of five years with effect from 1st April, 2026 to 31st March, 2031 (both days inclusive), notwithstanding that he has attained the age of 70 years, on such terms and conditions including remuneration and on justification as set out in the explanatory statement and agreement entered into by the Company and Sri Sajjan Bhajanka, which agreement also be and is hereby approved."

"RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that consent of the Members be and is hereby accorded to the payment of remuneration to Sri Sajjan Bhajanka (Promoter of the Company), as Chairman and Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended."

"RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said reappointment and / or remuneration of Sri Sajjan Bhajanka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as has been/ may be approved by the members from time to time."

"RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Resolution No. 6: Special Resolution

Re-appointment of Sri Keshav Bhajanka (DIN: 03109701) as an Executive Director of the Company

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the applicable

Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Sri Keshav Bhajanka (DIN: 03109701), as an Executive Director of the Company for a period of five years with effect from 28th January, 2026 to 27th January, 2031 (both days inclusive), on such terms and conditions including remuneration, as set out in the explanatory statement and agreement entered into by the Company and Sri Keshav Bhajanka, which agreement also be and is hereby approved."

"RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER that consent of the Members be and is hereby accorded to the payment of remuneration to Sri Keshav Bhajanka (Promoter Group of the Company), as Executive Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended."

"RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said reappointment and / or remuneration of Sri Keshav Bhajanka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as has been/ may be approved by the members from time to time."

"RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Resolution No. 7: Ordinary Resolution

Appointment of M/s MKB & Associates as Secretarial Auditors of the Company and to fix their remuneration

"RESOLVED that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Board of Directors of the Company, M/s MKB & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010WB042700) be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 49th (Forty Ninth) AGM of the Company to be held in the calendar year 2030 for conducting secretarial audit for the period commencing from

FY 2025-26 till FY 2029-30, on such terms and conditions, including remuneration as mentioned in the explanatory statement and as may be determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor."

"RESOLVED FURTHER that the Board of Directors and Key Managerial Personnel(s) of the Company be and are hereby severally authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

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

The Scrutinizer's report dated 19th September, 2025, *inter alia*, containing the results of remote evoting and voting through electronic mode at the Annual General Meeting was presented by the Scrutinizer to Shri Sajjan Bhajanka, Chairman of the meeting on 19th September, 2025 in terms of which all resolutions as set out in the Notice dated 7th August, 2025 convening the 44th Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman at 06:00 P.M. on 19th September, 2025 and immediately displayed on the notice board 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 dated 19th September, 2025 on Remote e-voting and voting through electronic mode at the Annual General Meeting, as submitted by Shri Raj 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

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with Report of the Auditors thereon.

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	20,56,16,161	2	20,56,16,163	99.9989
Voted against the resolution	2,336		2,336	0.0011
Total	20,56,18,497	2	20,56,18,499	100

Agenda Item no. 2 – Ordinary Resolution

To declare dividend on Equity Shares for the Financial Year ended 31st March, 2025.

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	20,56,20,187	2	20,56,20,189	99.9989
Voted against the resolution	2,182		2,182	0.0011
Total	20,56,22,369	2	20,56,22,371	100

Agenda Item No. 3: Ordinary Resolution

To appoint a Director in place of Sri Ajay Baldawa (DIN: 00472128), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	18,64,10,618	2	18,64,10,620	90.6585
Voted against the resolution	1,92,07,878		1,92,07,878	9.3415
Total	20,56,18,496	2	20,56,18,498	100

Agenda Item No. 4: Ordinary Resolution

To appoint a Director in place of Ms. Nikita Bansal (DIN: 03109710), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	19,60,44,679	2	19,60,44,681	95.3439
Voted against the resolution	95,73,817		95,73,817	4.6561
Total	20,56,18,496	2	20,56,18,498	100

Agenda Item No. 5: Special Resolution

To approve re-appointment of Sri Sajjan Bhajanka (DIN: 00246043) as Chairman and Managing Director of the Company

Number of votes	Number of votes	Total	% of total
cast through	cast through e-		no. of valid
Remote e-voting	voting during the		votes cast
	meeting		

Voted in favour of the resolution	20,32,05,526	2	20,32,05,528	98.8265
Voted against the resolution	24,12,970		24,12,970	1.1735
Total	20,56,18,496	2	20,56,18,498	100

Agenda Item No. 6: Special Resolution

To approve re-appointment of Sri Keshav Bhajanka (DIN: 03109701) as an Executive Director of the Company

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	19,60,81,035	2	19,60,81,037	95.3616
Voted against the resolution	95,37,461		95,37,461	4.6384
Total	20,56,18,496	2	20,56,18,498	100

Agenda Item No. 7: Ordinary Resolution

To appoint M/s MKB & Associates as Secretarial Auditors of the Company and to fix their remuneration

	Number of votes cast through Remote e-voting	Number of votes cast through e- voting during the meeting	Total	% of total no. of valid votes cast
Voted in favour of the resolution	20,56,16,245	2	20,56,16,247	99.9989
Voted against the resolution	2,251		2,251	0.0011
Total	20,56,18,496	2	20,56,18,498	100

There were no invalid votes casted on any resolution.

Based on the report of Scrutinizer, all Resolutions as set out in the Notice dated 7th August, 2025 convening the 44th Annual General Meeting have been duly approved by the Members with requisite majority.

Sd/-CHAIRMAN

Date: 23.09.2025

Place: Kolkata