

GIL/2016-17
August 2, 2016

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Fax No. 022-2272-3121/1278/1557/3354
Scrip Code:526797

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Fax No. 022-2659-8237/8238/8347/8348
Symbol - GREENPLY

Dear Sir/Madam,

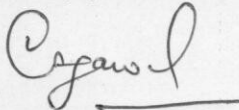
Sub: Results of Postal Ballot Voting (including E-voting)

We wish to inform you that, Special Resolution for issuance of Equity Shares including Convertible Bonds/Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts and/ or any other modes for an amount not exceeding Rs.1,000 million, as stated in the Postal Ballot Notice dated June 23, 2016, has been passed by the members of the Company, through Postal Ballot Voting (including e-voting) process.

We are attaching herewith copy of Scrutinizer's Report in respect of the above matter.

Thanking you,

Yours faithfully,
For Greenply Industries Limited



Kaushal Kumar Agarwal
Company Secretary &
Vice president-legal

Encl.: A/a

REPORT OF SCRUTINIZER

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management & Administration) Amendment Rules, 2015]

To
THE CHAIRMAN/MANAGING DIRECTOR
GREENPLY INDUSTRIES LTD.
MAKUM ROAD
TINSUKIA
ASSAM - 786 125

SUB: SCRUTINIZER'S REPORT ON POSTAL BALLOT CONDUCTED AS PER THE COMPANIES ACT, 2013 AND ALLIED RULES

Sir,

I, **Dilip Kumar Sarawagi**, Company Secretary in practice (C.O.P. No. : 3090) have been appointed as the Scrutinizer by the Board of Directors of **GREENPLY INDUSTRIES LTD.** (hereinafter referred to as "**the Company**"), at their meeting held on June 23, 2016 for scrutinizing Postal Ballot Voting (both e-voting and physical Ballot Voting) and to ensure that the process of Postal Ballot is conducted in a fair and transparent manner and in due compliance with section 110 of Companies Act, 2013 ('Act, 2013') and Companies (Management and Administration) Rules, 2014 ('Rules, 2014') in respect of the passing of the resolution contained in the Notice dated 23rd June, 2016, through Postal Ballot.

In keeping with the requirements of the Rules, 2014, we submit our report as under:

1. As per the information provided to me, the Company had completed the dispatch of Postal Ballot notice, along with the Postal Ballot form and business reply envelope (postage prepaid) on July 2, 2016 by registered post to all such members whose names appeared in the Register of Members / List of beneficial owners as on the close of business hours on June 27, 2016 i.e. "cut-off date".
2. Advertisement containing relevant details as required by Rules, 2014 was published in Business Standard, English (dated 03-07-2016 and 04-07-2016), The Assam Tribune, English (dated 03-07-2016) and Dainik Janambhumi, Assamese (dated 03-07-2016).
3. I monitored the process of electronic voting through the Scrutinizer's secured link provided by Central Depository Services (India) Limited with whom the Company had made arrangements for providing a system of recording votes of the shareholders by electronic means.
4. The e-voting period remained open from July 02, 2016 to July 31, 2016. All Postal Ballot forms received up to 6.00 P.M. on July 31, 2016 being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes received after 6.00 P.M. on July 31, 2016 were not considered. The e-voting were disabled immediately thereafter.
5. Particulars of all Postal Ballot Forms received from the shareholders and votes cast by electronic means have been maintained in a separate register in electronic mode.
6. The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof ballot envelope before commencing scrutiny of such Postal Ballot Forms.
7. We have relied on information provided by the Registrar and Transfer Agent ('RTA') of the Company in relation to details regarding number of shares and signature of shareholders.

KS



8. The Postal Ballot envelopes were opened from time to time and last lot was opened after 6:00 P.M. on July 31, 2016 in my presence, along with unblocking of votes casted through e-voting in the presence of two witnesses, Ms. Supriya Kumari and Mr. Utpal Chowdhury who are not in the employment of the Company.
9. I did not find any defaced or mutilated Ballot Paper/(s).
10. The shareholders exercised their voting either by electronic means or physical mode. There were three shareholders who opted for both facilities and their physical voting had been treated as invalid.
11. The details of voting (both by physical ballots and electronic means) received with respect to the proposed resolution are given below:-

RESOLUTION NO. 1:


ISSUANCE OF EQUITY SHARES INCLUDING CONVERTIBLE BONDS / DEBENTURES THROUGH QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND / OR DEPOSITORY RECEIPTS AND / OR ANY OTHER MODES FOR AN AMOUNT NOT EXCEEDING RS.1,000 MILLION (AS A SPECIAL RESOLUTION).

Sl. No.	Particulars	Number of Postal Ballot Forms & e-voting	Total number of votes
1	Total Physical Ballot Forms received	82	5,08,422
2	Add: Total votes cast by electronic means	73	8,88,80,668
3	Less: No. of votes taken to be invalid out of the physical ballots received	8	3,122
4	Less: No. of e-votes taken to be invalid	0	0
5	Net valid Postal Ballot Forms / Votes (including e-voting) received	147	8,93,85,968
6	Valid votes cast in favour of the resolution and its percentage	144	8,93,85,618 (99.9996%)
7	Net valid votes cast against the resolution and its percentage	3	350 (0.0004%)

for DKS & Co.

Place: Kolkata
Date: 02nd August, 2016




DILIP KUMAR SARAWAGI
ACS: 13020 C. P. No.: 3090

108