



GIL/2018-19  
28th August, 2018

**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  
Security 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: Outcome of 28<sup>th</sup> Annual General Meeting and Scrutinizer's Report**

This is to inform you that, the Members of the Company have approved the following businesses included in the Notice dated May 29, 2018 convening the 28<sup>th</sup> Annual General Meeting of the Company which was held on Tuesday, the August 28, 2018 at 9:15 a.m.

**Ordinary Business:**

1. Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. Declaration of dividend of Re.0.60/- per share on 122627395 equity shares of Re.1/- each for the financial year ended March 31, 2018.
3. Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, liable to retire by rotation.

**Special Business:**

4. Appointment of Mr. Sanidhya Mittal (DIN: 06579890), who was appointed as an additional director with effect from February 7, 2018 by the Board of Directors of the Company, as director of the Company, liable to retire by rotation.
5. Appointment of Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company for the period of five years with effect from 7th February, 2018 to 6th February, 2023.

**Greenply Industries Limited**

'Madgul Lounge', 5th & 6th Floor, 23 Chetla Central Road, Kolkata-700027, West Bengal, India

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E: sales.ply@greenply.com Web : www.greenplyplywood.com | www.greenply.com | www.askgreenply.com

Registered Office : Makum Road, Tinsukia - 786125, Assam, India | Corporate Identity Number : L20211AS1990PLC003484





6. Payment of annual remuneration (including any fees or compensation payable) to the Executive Directors of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013: (i) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or (ii) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.
7. Continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of existing terms of his appointment.
8. Continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 27.08.1936), till the expiry of existing terms of his appointment.

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

Kindly take the same into record.

Thanking you,

Yours faithfully,  
For **GREENPLY INDUSTRIES LIMITED**

**KAUSHAL KUMAR AGARWAL**  
**COMPANY SECRETARY &**  
**VICE PRESIDENT-LEGAL**



Encl: a/a

**Greenply Industries Limited**

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**Registered Office** : Makum Road, Tinsukia - 786125, Assam, India | **Corporate Identity Number** : L20211AS1990PLC003484

### **SCRUTINIZER'S REPORT**

<b>NAME OF THE COMPANY:</b>	<b>GREENPLY INDUSTRIES LIMITED</b>
<b>MEETING:</b>	28 <sup>th</sup> Annual General Meeting
<b>DATE &amp; TIME:</b>	Tuesday, 28 <sup>th</sup> August 2018 at 09:15 A.M.
<b>VENUE:</b>	Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125

**1. Appointment as Scrutinizer:**

I, Dilip Kumar Sarawagi, Practicing Company Secretary, was appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the 28<sup>th</sup> Annual General Meeting (28<sup>th</sup> AGM) of **Greenply Industries Limited** (hereinafter referred to as the Company) held on Tuesday, 28<sup>th</sup> August 2018 at 09:15 A.M. at the Registered Office of the Company situated at Makum Road, Tinsukia, Assam - 786 125.

**2. Responsibility of Ensuring Compliance:**

The Management of the Company assumes complete responsibility of ensuring compliance of sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and poll process.

**3. Dispatch of Notice Convening the 28<sup>th</sup> AGM:**

The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the depositories viz., Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL), the Company completed dispatch of the Notice of the 28<sup>th</sup> AGM as under:-

- On 2<sup>nd</sup> August, 2018 by e-mail to 17405 members who had registered their e-mail-ids with the Company / Depositories.
- On 02<sup>nd</sup> August, 2018 by Registered Post to 2160 members in physical form who had not registered their e-mail ids with the Company / Depositories.

**4. Cut-Off Date:**

The voting rights were reckoned as on Tuesday, 21<sup>st</sup> August, 2018 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 28<sup>th</sup> AGM.



**5. Remote E-Voting:**

**5.1. Agency:**

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

**5.2. Remote e-voting:**

Remote e-voting platform was open from 10:00 A.M. on Friday, 24<sup>th</sup> August 2018 to 5:00 P.M. on Monday, 27<sup>th</sup> August 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 21, 2018 were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by CDSL.

**6. Poll:**

**6.1** As prescribed under Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 28<sup>th</sup> AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 28<sup>th</sup> AGM, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP Id / Client Id, Folios number of shares held but not the manner in which they have voted.

**6.2** Accordingly, CDSL, the remote e-voting Agency provided us with the names, DP Id / Client Id, Folios and shareholding of the members who had cast their votes through remote e-voting.

**6.3** Considering the aforesaid, the Company issued poll papers to the members who attended the meeting.

**7. Counting Process:**

**7.1** On completion of voting at the meeting, M/s. S. K. Infosolutions Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members and their shareholding details as on cut-off date.

**7.2** The votes were reconciled with the records maintained by the Company and / or RTA with respect to the authorizations and / or proxies lodged with the Company.

**7.3** I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Mr. Maneesh Kumar Singh and Mr. Sanjay Surekha and downloaded the e-voting results.



**8. Results:**

**8.1** I observed that:

- a) 43 Members had casted their votes at the meeting and none of the votes cast by Members were found to be invalid.
- b) 94 Members had casted their votes through remote e-voting and none of the votes cast by Members were found to be invalid.

**8.2** The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 28<sup>th</sup> AGM dated 29<sup>th</sup> May, 2018 is enclosed.

**8.3** I, submit the report as under on the Results of the voting through electronic and physical mode in respect of the following Ordinary Resolutions as contained in Item No. 1 to Item No. 5 and Special Resolutions contained in Item No.6 to Item No. 8 of the Notice Dated 29<sup>th</sup> May, 2018:

As a scrutinizer of the process my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in "Favour" and "Against" the Ordinary / Special Resolutions.

I now submit a combined report on **Remote E-voting and Poll** as under:

**ITEM NO. 1**

**Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.**

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
<b>Total Number of Valid Votes</b>	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	92	43165625	43	45118936	135	88284561	100.00
Voted Against	2	203	0	0	2	203	0.00



**ITEM NO. 2**

Declaration of dividend of Re. 0.60/- per share on 122627395 equity shares of Re. 1/- each for the financial year ended March 31, 2018.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0			0	0	N.A.
<b>Total Number of Valid Votes</b>	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	92	43165625	43	45118936	135	88284561	100.00
Voted Against	2	203	0	0	2	203	0.00

**ITEM NO. 3**

Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, liable to retire by rotation.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0			0	0	N.A.
<b>Total Number of Valid Votes</b>	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	64	35083091	43	45118936	107	80202027	90.84
Voted Against	30	8082737	0	0	30	8082737	9.16



**ITEM NO. 4**

Appointment of Mr. Sanidhya Mittal (DIN: 06579890), who was appointed as an additional director with effect from February 7, 2018 by the Board of Directors of the Company, as director of the Company, liable to retire by rotation.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	88	32905373	43	45118936	131	78024309	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	88	32905373	43	45118936	131	78024309	N.A.
Voted in Favour	62	24925636	43	45118936	105	70044572	89.77
Voted Against	26	7979737	0	0	26	7979737	10.23

**ITEM NO. 5**

Appointment of Mr. Sanidhya Mittal (DIN: 06579890) as an Executive Director of the Company for a period of five years with effect from 7<sup>th</sup> February, 2018 to 6<sup>th</sup> February, 2023.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	88	32905373	43	45118936	131	78024309	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	88	32905373	43	45118936	131	78024309	N.A.
Voted in Favour	66	24937156	43	45118936	109	70056092	89.79
Voted Against	22	7968217	0	0	22	7968217	10.21



**ITEM NO. 6**

Approval of the payment of annual remuneration (including any fees or compensation payable) to the Executive Directors of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013:

- (i) For each of such directors, annual remuneration exceeding Rs.5.00 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or
- (ii) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	68	35197351	43	45118936	111	80316287	90.97
Voted Against	26	7968477	0	0	26	7968477	9.03



**ITEM NO. 7**

Continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of existing terms of his appointment.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
<b>Total Number of Valid Votes</b>	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	73	37236279	43	45118936	116	82355215	93.28
Voted Against	21	5929549	0	0	21	5929549	6.72



**ITEM NO. 8**

Continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 27.08.1936), till the expiry of existing terms of his appointment.

Particulars	REMOTE E-VOTING		VOTING AT THE AGM VENUE		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted (in person / proxy)	No. of shares for which Votes cast	Total No. of Members who Voted	Total No. of shares for which Votes cast	% of Votes to total number of valid Votes cast
Total Votes received	94	43165828	43	45118936	137	88284764	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	94	43165828	43	45118936	137	88284764	N.A.
Voted in Favour	73	37236279	43	45118936	116	82355215	93.28
Voted Against	21	5929549	0	0	21	5929549	6.72

for DKS & Co.



Place: Tinsukia  
Date: 28<sup>th</sup> August, 2018

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

I Accept

SHIV PRAKASH MITTAL  
(DIN - 00237242)  
EXECUTIVE CHAIRMAN  
GREENPLY INDUSTRIES LIMITED