

GIL/2014-15

16th September, 2014

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

Email: corp.relations@bseindia.com

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

Email: cm1ist@nse.co.in

Dear Sir/Madam

Sub: Submission of Minutes of 24th Annual General Meeting.

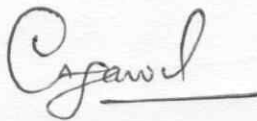
With reference to the captioned subject please find enclosed certified copy of Minutes of 24th Annual General Meeting of the members of the Company held on 22.08.2014 for your reference and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Greenply Industries Limited**



Kaushal Kumar Agarwal

Company Secretary &

Vice president-legal

Encl: A/a

Greenply Industries Limited

New B. K. Market, 2nd Floor, 16A Shakespeare Sarani, Kolkata 700071, India

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Registered Office : Makum Road, Tinsukia, Assam - 786125

Corporate Identity Number : L20211AS1990PLC003484

Minutes of the 24th (Twenty-fourth) Annual General Meeting of the Members of the Greenply Industries Limited held on Friday, 22nd day of August, 2014 at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam- 786125 at 10:00 a.m.

PRESENT

Mr. Shiv Prakash Mittal, Executive Chairman
Mr. Susil Kumar Pal, Independent Director and Chairman of Audit Committee
Mr. Anupam Kumar Mukerji, Independent Director
Mr. Upendra Nath Challu, Independent Director
Mr. Vishwanathan Venkatramani, Chief Financial Officer
Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal
Mr. Dindayal Dhandaria, Partner of M/s. D. Dhandaria & Co., Statutory Auditors
Mr. Naveen Kumar Dhandaria, Partner of M/s. D. Dhandaria & Co., Statutory Auditors

17 (Seventeen) Members present in person and 10 (Ten) Members present through proxy as per the attendance register.

In accordance with Article 91 of the Articles of Association of the Company, Mr. Shiv Prakash Mittal, Executive Chairman of the Company took the Chair and welcomed all the members present at the 24th Annual General Meeting.

The Chairman, having ascertained that the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the meeting to order.

The Register of Directors' shareholdings maintained under Section 307 of the Companies Act, 1956 till March 31, 2014 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 from April 1, 2014 onwards were produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting. Further, the Register of contracts, companies and firms in which directors are interested maintained under section 301 of the Companies Act, 1956 till March 31, 2014 and Register of contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 from April 1, 2014 onwards were also produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting.

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present.

At the instruction of the Chairman, Mr. Kaushal Kumar Agarwal, Company Secretary, read out the Statutory Auditors' Report. The Chairman then intimated the Members present that the Statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company.

Thereafter, the Chairman stated that the Company had provided facility to vote by electronic means to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 24th Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)

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Rules, 2014 and applicable provisions of the listing agreements with Stock Exchanges. The facility to vote by electronic means was kept open from 10:00 a.m. on August 13, 2014 to 10:00 p.m. on August 14, 2014.

He further stated that, Mr. Dilip Kumar Sarawagi, Practicing Company Secretary was appointed as the Scrutinizer for conducting the e-voting process.

The Chairman stated that as per the Ministry of Corporate Affairs vide General Circular no. 22/2014 dated June 17, 2014 there will be no voting by show of hands at the general meeting of a company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. Accordingly, there will be no show of hands at the Annual General Meeting. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, a poll will be taken in respect of all the businesses contained in the Notice dated May 29, 2014.

Thereafter, the Chairman appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary as the Scrutinizer to scrutinize the poll process and the votes given on the poll and to give a report thereon in the prescribed manner.

Before ordering Poll, the Chairman invited Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting. The Chairman clarified/replied to all the queries of the Members.

The Chairman then ordered the Poll in respect of all Resolutions contained in the Notice to the Annual General Meeting. At the request of the Chairman, Mr. Dilip Kumar Sarawagi, Scrutinizer appointed for the Poll locked and sealed the empty polling box in the presence of Members. Mr. Dilip Kumar Sarawagi thereafter conducted the Poll for all the Resolutions as set out in the Notice dated May 29, 2014. After ensuring that all Members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the polling box.

The Chairman also stated that the results of the e-voting process and Poll will be announced on receipt of the Scrutinizer's Report and the Scrutiniser's Report will be placed on the Company's website and sent to the Stock Exchanges. The Scrutiniser's Report to e-voting will also be placed on the website of Central Depositories Security Limited, the agency which provided the platform for e-voting.

The Chairman thanked the Members for their participation and announced formal closure of the 24th Annual General Meeting of the Company.

Results of e-voting and Poll on the Ordinary and Special Businesses at the 24th Annual General Meeting of the Company held on Friday, 22nd August, 2014

On the basis of the Scrutinizer's report for the e-voting dated 20th August, 2014 and report for the Poll at the Annual General Meeting dated 23rd August, 2014, the summary of which is mentioned hereunder, the Company Secretary of the Company announced on 23rd August, 2014 that all the Resolutions for the Ordinary and Special Businesses as set-out in item Nos. 1 to 25 in the Notice of the 24th Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

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Resolution Number(s) as given in the Notice of the 24 th Annual General Meeting	Particulars of votes cast							Results Declared
		Electronic Voting		Poll		Voting Results		
		Nos.(A)	%	Nos.(B)	%	Nos.(A+B)	%	
Ordinary Business								
1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
2. Declaration of dividend of Rs. 3/- per share on 24136374 equity shares of Rs. 5/- each for the financial year ended March 31, 2014.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
3. Re-appointment of Mr. Shiv Prakash Mittal (DIN: 00237242) as a Director of the Company, liable to retire by rotation.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
4. Appointment of M/s. D. Dhandaria & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27 th AGM subject to ratification by	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously

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shareholders at every AGM held after this AGM								
Special Business								
5. Authorisation to the Board of Directors of the Company, under Section 180(1)(c) of the Companies Act, 2013, to borrow up to Rs. 2,000 crores.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority
6. Authorisation to the Board of Directors of the Company, under Section 180(1)(a) of the Companies Act, 2013, to create mortgages, hypothecations or charges on the assets of the Company for securing the borrowings up to Rs. 2,000 crores.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority
7. Appointment of Mr. Susil Kumar Pal (DIN: 00268527) as an Independent Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
8. Appointment of Mr. Vinod Kumar Kothari (DIN: 00050850) as an Independent Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
9. Appointment of Mr. Anupam Kumar Mukerji (DIN: 00396878) as an Independent Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority
10. Appointment of Ms. Sonali Bhagwati Dalal (DIN: 01105028), as an Independent	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority

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Director of the Company.								
11. Appointment of Mr. Upendra Nath Challu (DIN: 05214065), as an Independent Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
12. Revision in the terms and conditions of appointment of Mr. Moina Yometh Konyak (DIN: 00669351), Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority
13. Revision in the terms and conditions of appointment of Mr. Saurabh Mittal (DIN: 00273917), Joint Managing Director and CEO of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	13275550 0 0	100 0 0	15216049 42 0	100 0 0	Approved by requisite majority
14. Approval of the remuneration of the cost auditors of the Company M/s. D. Radhakrishnan and Co., Cost Accountants.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
15. Adoption of new Articles of Association of the Company.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	13275550 0 0	100 0 0	15216091 0 0	100 0 0	Approved Unanimously
16. Approval of the contracts/arrangements of the Company for sale of products to related parties under Section 188 of the Companies Act, 2013.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously
17. Approval of the contracts/arrangements of the Company to purchase raw materials, semi-finished	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously

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and finished goods from a related party under Section 188 of the Companies Act, 2013.								
18. Approval to give guarantee or provide security in respect of loan made to the subsidiaries Greenlam Asia Pacific Pte. Ltd., Greenlam America, Inc. and Greenlam Europe (UK) Limited.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	550 0 0	100 0 0	1941049 42 0	99.9 98 0.00 2 0	Approved by requisite majority
19. Approval to give guarantee or provide security in respect of loan made to the subsidiary Greenply Trading Pte. Ltd. and joint venture company Greenply Alkema (Singapore) Pte. Ltd.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously
20. Approval of the lease/leave and license agreement with Prime Holdings Private Limited under Section 188 of the Companies Act, 2013.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously
21. Approval of the lease/leave and license agreement with Prime Properties Private Limited under Section 188 of the Companies Act, 2013.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously
22. Approval of the lease/leave and license agreement with S. M. Management Private Limited under Section 188 of the	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously

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Companies Act, 2013.								
23. Approval of the lease/leave and license agreement with Trade Combines, Partnership Firm under Section 188 of the Companies Act, 2013.	Votes cast in favour Votes cast against Invalid Votes	1940541 0 0	100 0 0	550 0 0	100 0 0	1941091 0 0	100 0 0	Approved Unanimously
24. Approve the lease/leave and license agreement with Himalaya Granites Limited under Section 188 of the Companies Act, 2013.	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	550 0 0	100 0 0	1941049 42 0	99.9 98 0.00 2 0	Approved by requisite majority
25. Approve the lease/leave and license agreement with RS Homcon Limited under Section 188 of the Companies Act, 2013	Votes cast in favour Votes cast against Invalid Votes	1940499 42 0	99.998 0.002 0	550 0 0	100 0 0	1941049 42 0	99.9 98 0.00 2 0	Approved by requisite majority

The Resolutions for the Ordinary and Special businesses as set out in item Nos. 1 to 25 in the Notice of the 24th Annual General Meeting, duly approved by the Members, are recorded hereunder as part of the proceedings of the 24th Annual General Meeting of the members held on 22nd August, 2014.

ORDINARY BUSINESS:

Item No. 1 (Ordinary resolution): Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date together with the Notes forming part thereof, the Cash Flow Statement for the year ended March 31, 2014 and the Reports of the Board of Directors and Auditors thereon and also the Consolidated Financial Statements for the year ended March 31, 2014 along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

Item No.2 (Ordinary Resolution): Declaration of dividend of Rs. 3/- per share on 24136374 equity shares of Rs. 5/- each for the financial year ended March 31, 2014.

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"RESOLVED THAT a final dividend of Rs. 3.00/- per share on 24136374 equity shares of Rs. 5/- each aggregating to Rs. 7,24,09,122/- as recommended by the Board of Directors of the Company for the year ended March 31, 2014 be and is hereby declared and the same be paid between August 26, 2014 and August 30, 2014, to the eligible members of the Company."

Item No. 3 (Ordinary Resolution): Re-appointment of Mr. Shiv Prakash Mittal (DIN:00237242) as a Director of the Company, liable to retire by rotation.

"RESOLVED THAT Mr. Shiv Prakash Mittal (DIN: 00237242) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

Item No. 4 (Ordinary Resolution): Appointment of M/s. D. Dhandaria & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM subject to ratification by shareholders at every AGM held after this AGM.

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), the retiring auditors be and are hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM subject to ratification by shareholders at every AGM held after this AGM, at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

SPECIAL BUSINESS:

Item No. 5 (Special Resolution): Authorisation to the Board of Directors of the Company, under Section 180(1)(c) of the Companies Act, 2013, to borrow up to Rs. 2,000 crores.

"RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) of the Company to borrow such sum or sums of monies in any manner from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loan obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the sum of Rs.2000 crores (Rupees two thousand crores only) or the aggregate of the paid-up share capital and free reserves of the Company at the relevant time, whichever is higher.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

Item No. 6 (Special Resolution): Authorisation to the Board of Directors of the Company, under Section 180(1)(a) of the Companies Act, 2013, to create mortgages, hypothecations or charges on the assets of the Company for securing the borrowings up to Rs. 2,000 crores.

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all the immovable and movable properties of the Company, wherever situated, both present and future with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding Rs. 2000 Crores (Rupees two thousand crores only) or the aggregate of the paid-up share capital and free reserves of the Company at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/ Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution."

Item No. 7 (Ordinary Resolution): Appointment of Mr. Susil Kumar Pal (DIN: 00268527) as an Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and

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applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Susil Kumar Pal (DIN: 00268527), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019."

Item No. 8 (Ordinary Resolution): Appointment of Mr. Vinod Kumar Kothari (DIN: 00050850) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Vinod Kumar Kothari (DIN: 00050850), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019."

Item No. 9 (Ordinary Resolution): Appointment of Mr. Anupam Kumar Mukerji (DIN: 00396878) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Anupam Kumar Mukerji (DIN: 00396878), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019."

Item No. 10 (Ordinary Resolution): Appointment of Ms. Sonali Bhagwati Dalal (DIN: 01105028), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Ms. Sonali Bhagwati Dalal (DIN: 01105028), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member

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proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019."

Item No. 11 (Ordinary Resolution): Appointment of Mr. Upendra Nath Challu (DIN: 05214065), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Upendra Nath Challu (DIN: 05214065), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019."

Item No. 12 (Ordinary Resolution): Revision in the terms and conditions of appointment of Mr. Moina Yometh Konyak (DIN: 00669351), Director of the Company.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), the terms and conditions of appointment of Mr. Moina Yometh Konyak (DIN: 00669351), Independent Director liable to retire by rotation, be revised such that Mr. Moina Yometh Konyak shall continue on the Board of the Company as a Non-Executive (Non-Independent) Director and liable to retire by rotation."

Item No. 13 (Ordinary Resolution): Revision in the terms and conditions of appointment of Mr. Saurabh Mittal (DIN: 00273917), Joint Managing Director and CEO of the Company.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, the terms and conditions of appointment of Mr. Saurabh Mittal (DIN: 00273917), currently holding office as Joint Managing Director and CEO of the Company and not liable to retire by rotation be revised such that Mr. Saurabh Mittal shall be liable to retire by rotation and continue as Joint Managing Director and CEO of the Company, other terms and conditions of his appointment remaining unaltered."

Item No. 14 (Ordinary Resolution): Approval of the remuneration of the cost auditors of the Company M/s. D. Radhakrishnan and Co., Cost Accountants.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment

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thereof, for the time being in force), M/s. D. Radhakrishnan and Co., Cost Accountants, of 11A Dover Lane, Flat -B1/34, Kolkata-700 029, the cost auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid remuneration of Rs. 1,75,000/- (excluding applicable taxes) and they shall also be entitled to re-imbursement of out-of-pocket expenses as may be incurred by them, if any, during the course of their assignment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 15 (Special Resolution): Adoption of new Articles of Association of the Company.

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors of the Company and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company, be and are hereby severally authorized to modify the Articles of Association and to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution."

Item No. 16 (Special Resolution): Approval of the contracts/arrangements of the Company for sale of products to related parties under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Asia Pacific Pte. Ltd.	Sale of products	Up to Rs. 400 crore per financial year
2	Greenlam America, Inc.		
3	Greenlam Europe (UK) Limited		

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are

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hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 17 (Special Resolution): Approval of the contracts/arrangements of the Company to purchase raw materials, semi-finished and finished goods from a related party under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Alkema (Singapore) Pte. Ltd.	Purchase of raw materials, semi-finished and finished goods	Rs. 200 crore per financial year

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 18 (Special Resolution): Approval to give guarantee or provide security in respect of loan made to the subsidiaries Greenlam Asia Pacific Pte. Ltd., Greenlam America, Inc. and Greenlam Europe (UK) Limited.

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Asia Pacific Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Up to Rs. 200 crore per financial year
2	Greenlam America, Inc.		
3	Greenlam Europe (UK) Limited		

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

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Item No. 19 (Special Resolution): Approval to give guarantee or provide security in respect of loan made to the subsidiary Greenply Trading Pte. Ltd. and joint venture company Greenply Alkema (Singapore) Pte. Ltd.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Alkema (Singapore) Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Up to Rs. 200 crore per financial year
2	Greenply Trading Pte. Ltd.		

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 20 (Special Resolution): Approval of the lease/leave and license agreement with Prime Holdings Private Limited under Section 188 of the Companies Act, 2013.

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Prime Holdings Private Limited	Lease/Leave and License agreement in respect of immovable properties	Monthly Rent of Rs. 2,64,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 21 (Special Resolution): Approval of the lease/leave and license agreement with Prime Properties Private Limited under Section 188 of the Companies Act, 2013.

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory

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modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Prime Properties Private Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 2,50,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 22 (Special Resolution): Approval of the lease/leave and license agreement with S. M. Management Private Limited under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	S. M. Management Private Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 1,68,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Item No. 23 (Special Resolution): Approval of the lease/leave and license agreement with Trade Combines, Partnership Firm under Section 188 of the Companies Act, 2013.

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to

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enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Trade Combines, Partnership Firm	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 24,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

Item No. 24 (Special Resolution): Approve the lease/leave and license agreement with Himalaya Granites Limited under Section 188 of the Companies Act, 2013.

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Himalaya Granites Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of Rs. 3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

Item No. 25 (Special Resolution): Approve the lease/leave and license agreement with RS Homcon Limited under Section 188 of the Companies Act, 2013.

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

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Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	RS Homcon Limited	Lease/Leave and License agreement in respect of immovable properties	Monthly Rent of Rs.38,275/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution."

Date: 15.09.2014

Place: Kolkata


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