



Greenply/2019-20
28th March, 2020

The Manager

BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Scrip Code: 526797

The Manager

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Symbol - GREENPLY

Dear Sir/Madam,

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

We wish to inform you that, members of the Company have approved, through Postal Ballot Voting (including e-voting) process, the following special businesses stated in the Postal Ballot Notice dated 11th February, 2020:

1. Extension of Corporate Guarantee to Landesbank Baden-Wurttemberg (LBBW) for an amount not exceeding EURO 12,500,000 (Maximum Amount), in respect of the loan provided by LBBW to the erstwhile MDF Division of the Company which has now been shifted by way of demerger to Greenpanel Industries Limited.
2. Appointment of Mr. Manoj Tulsian [DIN: 05117060] as a Director of the Company, liable to retire by rotation.
3. Appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & Chief Executive Officer of the Company.

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

Thanking you,

Yours faithfully,

For Greenply Industries Limited

Sd/-

Kaushal Kumar Agarwal
Company Secretary &
Vice president-legal
Mobile No. 9748738904

Encl.: A/a

Greenply Industries Limited

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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

**SCRUTINIZER'S REPORT
FOR E-VOTING & POSTAL BALLOT
GREENPLY INDUSTRIES LIMITED**

To,
The Chairperson
GREENPLY INDUSTRIES LTD.
(CIN: L20211AS1990PLC003484)
Makum Road, Tinsukia,
ASSAM - 786 125

Sub: Results of Ordinary / Special Resolution(s) through E-Voting & Postal Ballot conducted for Greenply Industries Limited ("Company") vide Notice dated 11th February, 2020

Dear Sir,

I, Dilip Kumar Sarawagi, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of Greenply Industries Limited ("the Company") with respect to the Ordinary/Special resolution(s) proposed to be passed through Postal Ballot including E-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes cast electronically using e-voting system of Central Depository Services (India) Ltd. (CDSL) during the voting period as stated below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

- I. The Company had completed on 26th February, 2020, the dispatch of the Postal Ballot Notice dated 11th February, 2020 together with Postal Ballot Forms ('Form') along with postage prepaid business reply envelopes and also sending of e-mails for casting votes either by sending physical postal ballot or by e-voting through electronic platform of Central Depository Services (India) Ltd. (CDSL) to its shareholders whose name(s) appeared on the Register of Members or list of beneficial owners received from National Securities Depository Ltd. and Central Depository Services (India) Ltd. as on 21st February, 2020 (cut-off date), for seeking approval of businesses as per Postal Ballot Notice.
- II. In accordance with the Postal Ballot Notice dated 11th February, 2020 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started at 10:00 a.m. on Wednesday, 26th February, 2020 and ended at 05:00 p.m. on Thursday, 26th March, 2020 (Voting Period).
- III. The postal ballot forms received during the Voting Period were kept in my custody and that the e-voting results/list was unblocked and downloaded from the CDSL website (<https://evotingindia.com>) at 06:58 p.m. on Thursday, 26th March, 2020.
- IV. All postal ballot forms (including e-voting data) received up to 5:00 p.m. on 26th March, 2020, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- V. The postal ballot forms received and e-voting details downloaded from CDSL website were scrutinized and the signatures on the postal ballot forms were verified by Registrar and Share Transfer Agent, **M/s. S. K. Infosolutions Private Limited**. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 21st February, 2020. I unblocked the remote e-voting results on the CDSL e-voting platform in the presence of Mr. Srijan Sarawagi and Mr. Naman Dalmia and downloaded the e-voting results and I observed that:

Company Secretaries

Total 126 Members had cast their votes in respect of the businesses contained in the Postal Ballot notice dated 11th February, 2020 and out of above, none of the postal ballot were found to be invalid. Out of the total valid votes, 66 Members had cast their votes through remote e-voting and 60 Members had cast their votes through Postal Ballot.

VI. 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VII. I did not find any defaced or mutilated Postal Ballot Form.

VIII. The result of the Postal Ballot and E-voting is as under:

1. Special resolution for giving of a corporate guarantee to Landesbank Baden-Wuerttemberg (LBBW) for an amount not exceeding EURO 12,500,000 (Maximum Amount), in respect of the loan provided by LBBW to the erstwhile MDF Division of the Company which has now been shifted by way of demerger to Greenpanel Industries Limited.

PARTICULARS	REMOTE E-VOTING		POSTAL BALLOT VOTING		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted	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	66	40567388	60	46078294	126	86645682	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	66	40567388	60	46078294	126	86645682	N.A.
Voted in Favour	58	37046856	59	46033294	117	83080150	95.88
Voted Against	8	3520532	1	45000	9	3565532	4.12

2. Ordinary resolution for appointment of Mr. Manoj Tulsian [DIN: 05117060] as a Director of the Company, liable to retire by rotation.

PARTICULARS	REMOTE E-VOTING		POSTAL BALLOT VOTING		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted	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	66	40567388	60	46078294	126	86645682	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	66	40567388	60	46078294	126	86645682	N.A.
Voted in Favour	60	40567161	59	46033294	119	86600455	99.95
Voted Against	6	227	1	45000	7	45227	0.05

Company Secretaries

3. Ordinary resolution for appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & CEO of the Company for the period of five years with effect from 11th February, 2020 to 10th February, 2025.

PARTICULARS	REMOTE E-VOTING		POSTAL BALLOT VOTING		CONSOLIDATED VOTING RESULTS		
	No. of Members who Voted	No. of shares for which Votes cast	No. of Members who Voted	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	66	40567388	60	46078294	126	86645682	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	66	40567388	60	46078294	126	86645682	N.A.
Voted in Favour	56	40233094	59	46033294	115	86266388	99.56
Voted Against	10	334294	1	45000	11	379294	0.44

Thanking you,

Yours faithfully,
for DKS & Co.

Sd/-

Place: Kolkata

Date: 28th March, 2020

DILIP KUMAR SARAWAGI
ACS: 13020 C. P. No.: 3090
Mobile No. - 9433087810

UDIN: A013020A000627051

Sd/-

Countersigned by

MR. RAJESH MITTAL (DIN: 00240900)
CHAIRPERSON CUM MANAGING DIRECTOR
GREENPLY INDUSTRIES LIMITED
Mobile. No. - 9830061263