

GIL/2015-16
26th August, 2015

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: cmist@nse.co.in

Dear Sir,

Sub: Outcome of 25th Annual General Meeting

This is to inform you that, the members of the Company have approved the following businesses included in the Notice convening the 25th Annual General Meeting of the Company which was held on Tuesday, the August 25, 2015 at 10:00 a.m.

Ordinary Business:

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and adoption of the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. Declaration of dividend of Rs. 3/- per share on 24136374 equity shares of Rs. 5/- each for the financial year ended March 31, 2015.
3. Re-appointment of Mr. Moina Yometh Konyak (DIN:00669351) as a Director of the Company, liable to retire by rotation.
4. Ratification of the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditors of the Company and to fix their remuneration.

Special Business:

5. Change of designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.

Greenply Industries Limited

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

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Registered Office : Makum Road, Tinsukia, Assam - 786125

Corporate Identity Number : L20211AS1990PLC003484

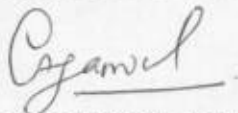


6. Revision in the remuneration of Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman of the Company.
7. Revision in the remuneration of Mr. Rajesh Mittal (DIN: 00240900), Managing Director of the Company.
8. Revision in the remuneration of Mr. Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of the Company.
9. Increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of Rs.7,50,000/- (exclusive of applicable service taxes) per non-executive director to Rs.10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15.
10. Maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.
11. Drawing of remuneration by Mr. Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company.

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

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
GREENPLY INDUSTRIES LTD.
MAKUM ROAD
TINSUKIA
ASSAM – 786 125

Dear Sir,

I, Dilip Kumar Sarawagi, Proprietor of M/s. DKS & Co., Company Secretaries, Kolkata, was appointed as Scrutinizer for the 25th Annual General Meeting of the Equity Shareholders of "**GREENPLY INDUSTRIES LIMITED**" held on Tuesday, the 25th August, 2015 at 10:00 A.M. at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125, for the purpose of scrutinizing the E voting process (remote e voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 (Amendment Rules, 2015) in respect of below mentioned resolutions.

I submit my report as under:

- 1) The Notice of 25th Annual General Meeting was sent to Members through e-mail on 23rd July 2015 to those having registered their e-mail addresses with the Company / Company's RTA / Depository Participant and physical copy has been sent through registered post / courier service to all on 30th July, 2015 on the proposed 11 (eleven) Resolutions as mentioned in the Notice of 25th Annual General Meeting of "**GREENPLY INDUSTRIES LIMITED**".
- 2) The Compliance of the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 25th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizers is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report for voting by use of ballots at the meeting.
- 3) I have rendered Scrutinizer's report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated Scrutinizer's report pursuant to Rule 20(4)(Xii) on all the resolutions contained the Notice of the aforesaid Annual General Meeting.



- 4) The E-Voting period remained open from 10:00 A.M. on Friday, the 21st day of August 2015 up to 05:00 P.M. on Monday the 24th day of August, 2015.
 - 5) The Chairman at the 25th Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting through ballot at the venue to all those Members who were present at the Meeting but have not cast their votes by availing the remote E-Voting.
 - 6) The votes cast through E-Voting were unblocked on 25th August, 2015 at 07.50 P M.
1. The result of voting is as under :

A) RESOLUTION NO.:1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit And Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

- (i) Voted in favor of the resolution :

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
73	17168625	100

- (ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



B) RESOLUTION NO.:2

To declare dividend on equity shares for the financial year ended March 31, 2015

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
76	17533625	100

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

C) RESOLUTION NO.:3

To appoint a director in place of **Mr. Moina Yometh Konyak (DIN: 00669351)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
66	16835302	96.5775

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
9	596609	3.4225



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

D) RESOLUTION NO.:4

To ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as a Statutory Auditor of the Company and to fix their remuneration

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
68	16971534	97.8944

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
5	365047	2.1056

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

E) RESOLUTION NO.:5

To approve the change of designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director and CEO of the Company with effect from 5th February, 2015.

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
76	17533625	100



(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

F) RESOLUTION NO.:6

To approve revision in the remuneration of Mr. Shiv Prakash Mittal (DIN: 00237242) Executive Chairman of the Company

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
69	17073266	97.9067

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
5	365029	2.0933

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



G) RESOLUTION NO.:7

To approve revision in the remuneration of **Mr. Rajesh Mittal (DIN:00240900)**,
Managing Director of the Company

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
69	17073266	97.9067

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
5	365029	2.0933

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

H) RESOLUTION NO.:8

To approve revision in the remuneration of **Mr. Shobhan Mittal (DIN:00347517)**,
Joint Managing Director and CEO of the Company

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
69	17073266	97.9067

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
5	365029	2.0933



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

D) RESOLUTION NO.:9

To approve the increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of Rs.7,50,000/- (exclusive of applicable service taxes) per non-executive director to Rs. 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
75	17533597	99.9998

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
1	28	0.0002

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



J) RESOLUTION NO.:10

To approve maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
76	17533625	100

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



K) RESOLUTION NO.:11

To approve drawing of remuneration by Mr. Shobhan Mittal, Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company

(i) Voted in favor of the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
67	15895571	97.7553

(ii) Voted in against the resolution:

Number of Members voted	Numbers of Votes cast by them	% of total number of valid votes cast
4	365001	2.2447

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Place: Kolkata
Date: 26th August, 2015



for DKS & Co.

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

I Accept:



SHIV PRAKASH MITTAL
EXECUTIVE CHAIRMAN
(DIN: 00237242)
GREENPLY INDUSTRIES LTD

Place: Kolkata
Date: 26th August, 2015