

RESULT OF POSTAL BALLOT/E-VOTING CONDUCTED IN TERMS OF POSTAL BALLOT NOTICE DATED 28TH MARCH, 2015 SENT TO THE SHAREHOLDERS OF THE COMPANY ON 03.04.2015

Pursuant to the provision of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 the approval of the Shareholders was sought by means of Postal Ballot in respect of the resolutions as specified in the Postal Ballot Notice dated 28.03.2015.

On the basis of the report dated 07.03.2015 submitted by the Scrutinizer Ms. Nivedita Shankar, Practicing Company Secretaries, appointed in accordance with the provisions of Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, all the resolutions are declared as carried with requisite majority.

Details of Postal Ballot Forms received and the result is as follows:

Resolution No: 1								
	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes - in favour	No. of Valid Votes - against	% of Votes in favour on valid votes polled	% of Votes against on valid votes polled
	1	2	3	4	5	6	(7)= [(5)/(3)]* 100	(8)= [(6)/(3)]* 100
Physical	24136374	8848	8746	102	8743	3	99.97	0.03
Electronic		1940459	1940459	-	1940449	10	99.999	0.001
Total		1949307	1949205	102	1949192	13	99.99	0.01

Resolution No: 2								
	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes - in favour	No. of Valid Votes - against	% of Votes in favour on valid votes polled	% of Votes against on valid votes polled
	1	2	3	4	5	6	(7)= [(5)/(3)]* 100	(8)= [(6)/(3)]* 100
Physical	24136374	8848	8696	152	8695	1	99.99	0.01
Electronic		1940459	1940459	-	1940417	42	99.998	0.002
Total		1949307	1949155	152	1949112	43	99.99	0.01



Resolution No: 3								
	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes – in favour	No. of Valid Votes – against	% of Votes in favour on valid votes polled	% of Votes against on valid votes polled
	1	2	3	4	5	6	(7)= [(5)/(3)]* 100	(8)= [(6)/(3)]* 100
Physical	24136374	8848	8696	152	8695	1	99.99	0.01
Electronic		1940459	1940459	-	1940459	-	100.00	-
Total		1949307	1949155	152	1949154	1	99.99	0.01

Resolution No: 4								
	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes – in favour	No. of Valid Votes – against	% of Votes in favour on valid votes polled	% of Votes against on valid votes polled
	1	2	3	4	5	6	(7)= [(5)/(3)]* 100	(8)= [(6)/(3)]* 100
Physical	24136374	8848	8696	152	8695	1	99.99	0.01
Electronic		1940459	1940459	-	1940417	42	99.998	0.002
Total		1949307	1949155	152	1949112	43	99.99	0.01

All the above resolutions are carried with requisite majority.

Copy of Scrutinizer's Report is attached.

For **Greenlam Industries Limited**



Prakash Kumar Biswal
Company Secretary &
Asst. Vice President-Legal



Date: 07.05.2015

Place: New Delhi

Nivedita Shankar

Practising Company Secretary
1006-1009 Krishna Building, 224 A.J.C. Bose Road
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Date: May 07, 2015

To,

The Chairman
Greenlam Industries Limited
Makum Road, Tinsukia
Assam - 786 125
India

Sub:Scrutinizer's report on postal ballot conducted as per Companies Act, 2013 and allied Rules

Sir,

The Board of Directors of the Company on March 28, 2015 by circular resolution appointed me as the Scrutinizer 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').

The Company sought the approval of the shareholders for the following resolutions:

Description and type of the resolution		
Resolution No.	Description of resolution	Type of resolution
1	Payment of Annual Commission to Independent Directors of the Company under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.	Special
2	Sale of products to the subsidiaries of the Company under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.	Special
3	Availing of Information Technology and Business Auxiliary Services from Greenply Industries Limited under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.	Special
4	Sale to or purchase of raw materials, semi-finished and finished goods from Greenply Industries Limited under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.	Special

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Practising Company Secretary

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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 April 3, 2015 by registered post and all the notices under electronic mode were also sent on the same day to all such members whose names appeared on the Register of Members/list of beneficiaries on March 27, 2015.
2. Advertisement containing relevant details as required by Rules, 2014 was published in *Business Standard* and *Dainik Assam* on April 04, 2015.
3. In keeping with the provisions of clause 35B of Equity Listing Agreement and Rules, 2014, the Company had made arrangements with Central Depository Services Limited for providing a system of recording votes of the shareholders by electronic means.
4. 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.
5. All postal ballot forms received upto 6.00 P.M. on April 4, 2015, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for scrutiny. Any form received after the said date and time have not been considered for scrutiny.
6. During the course of scrutiny, no postal ballot form has been found to be defaced or mutilated.
7. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders.
8. The details of postal ballot forms (both by physical ballots and electronic means) received with respect to the proposed resolution are given below:

Sl. No.	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	49	8848
2	Total votes cast by electronic means	18	1940459
3	No. of votes taken to be invalid out of the physical ballots received		
	Resolution 1	3	102

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Sl. No.	Particulars	Total number of ballots/electronic confirmations	Total number of votes
	Resolution 2	4	152
	Resolution 3	4	152
	Resolution 4	4	152
4	No. of e-votes taken to be invalid	00	00
5	Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]		
	Resolution 1	64	1949205
	Resolution 2	63	1949155
	Resolution 3	63	1949155
	Resolution 4	63	1949155

9. The result of the postal ballot process is as under:

Resolution 1 : Payment of Annual Commission to Independent Directors of the Company under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.

	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes - in favour	No. of Valid Votes - against	% of Votes in favour of valid votes polled	% of Votes against valid votes polled
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Resolution 2 : Sale of products to the subsidiaries of the Company under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.

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Total	24136374	1949307	1949155	152	1949112	43	99.99	0.01

Resolution 3: Availing of Information Technology and Business Auxiliary Services from Greenply Industries Limited under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.

	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes - in favour	No. of Valid Votes - against	% of Votes in favour of valid votes polled	% of Votes against valid votes polled
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Resolution 4: Sale to or purchase of raw materials, semi-finished and finished goods from Greenply Industries Limited under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement.

	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes - in favour	No. of Valid Votes - against	% of Votes in favour of valid votes polled	% of Votes against valid votes polled
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Note:

1. Invalid Postal Ballots have not been taken into account for counting votes.
2. In compliance with Clause 49(VII) of Equity Listing Agreement and section 188 of Act, 2013, none of the related parties have voted on Resolution nos. 1, 2, 3 and 4 (either through physical ballots or through electronic voting).
3. Figures have been rounded off to their nearest numbers for ease of representation.

RESULTS:

Based on the results above and considering the provisions of Companies Act, 2013 and Rules 2014, I hereby report the following:

As the number of votes cast in favour of the Resolution nos. 1 to 4 (both inclusive) is more than three times the votes cast against the same as shown in the tables above, the Special Resolutions pertaining to Resolution nos. 1 to 4 (both inclusive) under applicable provisions of Act, 2013

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and rules thereunder and Equity Listing Agreement, as set out in the Postal ballot notice dated March 28, 2015, have been passed with requisite majority. Hence, the Resolutions are deemed to be passed with requisite majority as on the date of announcement of the results.

The Resolutions enumerated above may accordingly deemed to be passed.

I thank you for the opportunity given to act as the Scrutinizer for the above mentioned Postal Ballot process.


Nivedita Shankar
Practising Company Secretary