

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	GREENLAM INDUSTRIES LIMITED
MEETING:	4 th Annual General Meeting
DATE & TIME:	Monday, 21 st August 2017 at 10:15 A.M.
VENUE:	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 4th Annual General Meeting ("4th AGM") of **Greenlam Industries Limited** (hereinafter referred to as "the Company") held on Monday, 21st August 2017 at 10:15 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 4th 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 4th AGM as under:-

- On 28th July, 2017 by e-mail to 3591 members who had registered their e-mail ids with the Company / Depositories.
- On 28th July, 2017 by Post / Registered Post to 922 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 Monday, 14th August, 2017 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 4th 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. IST on Friday, 18th August, 2017 till 5:00 P.M. IST on Sunday, 20th August, 2017. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date August 14, 2017, were given the facility to cast their votes electronically conveying their assent or dissent in respect of the Resolutions set out in the notice of the 4th AGM.

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 cast their votes through remote e-voting do not vote again at the 4th AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 4th 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 and number of shares held but not the manner in which they have cast their votes.

6.2 Accordingly, CDSL has 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 only to those Members who attended the meeting but did not cast vote through remote e-voting.

7. Counting Process:

7.1 On completion of voting at the Meeting, Link Intime India Private Limited, the 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 Ms. Daisy Kumari and Ms. Namrata Kumari Singh and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- Total 33 Members had cast their votes in respect of the businesses contained in the notice of 4th AGM and none of the votes cast by Members were found to be invalid.
- Out of the above, 15 Members had casted their votes through remote e-voting and 18 members casted their votes through poll papers 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 4th AGM dated 25th May, 2017 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. 7 of the Notice dated 25th May, 2017:

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

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

ITEM NO. 1

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and 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	15	6026033	18	8966422	33	14992455	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6026033	18	8966422	33	14992455	N.A.
Voted in Favour	15	6026033	18	8966422	33	14992455	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 2

To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2017.

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
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6026033	18	8966422	33	14992455	N.A.
Voted in Favour	15	6026033	18	8966422	33	14992455	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 3

To appoint a director in place of Ms. Parul Mittal (DIN:00348783), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-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
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Voted in Favour	15	6026033	18	8966422	33	14992455	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 4

To ratify the appointment of M/s. D. Dhandaria & Company, Chartered accountants, (Registration No.306147E) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company in accordance with Sections 139, 141 and 142 of the Companies Act, 2013.

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
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Total Number of Valid Votes	15	6026033	18	8966422	33	14992455	N.A.
Voted in Favour	15	6026033	18	8966422	33	14992455	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 5

To approve the revision in the remuneration of Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO, of the Company w.e.f. October 01, 2016, pursuant to the provisions of Section 196, 197 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modifications and re – enactment thereof) and applicable Clauses of the Articles of Association 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
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Total Number of Valid Votes	15	6026033	18	8966422	33	14992455	N.A.
Voted in Favour	14	6026005	18	8966422	32	14992427	100.00
Voted Against	1	28	0	0	1	28	0.00



ITEM NO. 6

To approve the revision in the remuneration of Ms. Parul Mittal, (DIN: 00348783) Director-Design & Marketing of the Company w.e.f October 01, 2016 pursuant to the provisions of Section 196, 197 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modifications and re-enactment thereof) and applicable Clauses of the Articles of Association of the Company, and to change the designation of Ms. Parul Mittal, from 'Director-Design & Marketing' to 'Whole-time Director' of the Company w.e.f. May 25, 2017 pursuant to Section 203, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable Clauses of Article of Association 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
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6026033	18	8966422	33	14992455	N.A.
Voted in Favour	14	6026005	18	8966422	32	14992427	100.00
Voted Against	1	28	0	0	1	28	0.00



ITEM NO. 7

To approve to increase the payment of annual commission to each Independent Director from the existing limit Rs.7,50,000/- (excluding applicable taxes thereon) to Rs.10,00,000/- (excluding applicable taxes thereon) w.e.f Financial Year 2016 - 17 subject to the condition that the total annual commission to all the Non-Executive Directors along with the applicable tax thereon, if any, shall not exceed 1 (one) percent of the Net Profit of the Company in any Financial Year pursuant to the Provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder, the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Articles of Association of the Company (including any amendment and re-enactment thereof).

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
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Voted in Favour	14	6026005	18	8966422	32	14992427	100.00
Voted Against	1	28	0	0	1	28	0.00

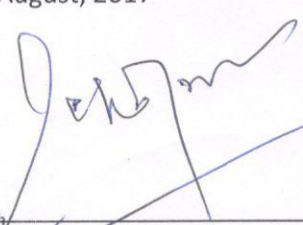


for DKS & Co.

Place: Tinsukia
Date: 21st August, 2017

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

I Accept


VIJAY KUMAR CHOPRA (DIN No. 02103940)
INDEPENDENT DIRECTOR & CHAIRMAN OF THE 4TH AGM
GREENLAM INDUSTRIES LIMITED

