

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	GREENLAM INDUSTRIES LIMITED
MEETING:	5 th Annual General Meeting
DATE & TIME:	Tuesday, 28 th August 2018 at 10:15 A.M.(IST)
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 5th Annual General Meeting ("5th AGM") of **Greenlam Industries Limited** (hereinafter referred to as "the Company") held on Tuesday, 28th August 2018 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 5th 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 5th AGM as under:-

- On 3rd August, 2018 by e-mail to 4336 members who had registered their e-mail ids with the Company / Depositories.
- On 3rd August, 2018 by Courier to 836 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 Tuesday, 21st August, 2018 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 5th 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 Saturday, 25th August, 2018 till 5:00 P.M. IST on Monday, 27th August, 2018. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date August 21, 2018, 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 5th 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 5th AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 5th 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 Mr. Maneesh Kumar Singh and Mr. Sanjay Sureka and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- Total 47 Members had cast their votes in respect of the businesses contained in the notice of 5th AGM and none of the votes cast by Members were found to be invalid.
- Out of the above, 36 Members had casted their votes through remote e-voting and 11 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 5th AGM dated 23rd July, 2018 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. 4, Special Resolution in Item No. 5 and 6 of the Notice dated 23rd July, 2018:

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, 2018, 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	36	16299607	11	103	47	16299710	100
Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	35	16299602	11	103	46	16299705	100
Voted Against	1	5	Nil	Nil	1	5	0



ITEM NO. 2

To declare dividend on equity shares of the Company for the financial year ended March 31, 2018.

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	36	16299607	11	103	47	16299710	100
Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	36	16299607	11	103	47	16299710	100
Voted Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil

ITEM NO. 3

To appoint a director in place of Mr. Saurabh Mittal (DIN:00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself 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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Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	35	16299602	11	103	46	16299705	100
Voted Against	1	5	Nil	Nil	1	5	0



ITEM NO. 4

To fix the remuneration of Statutory Auditors of the Company for the financial year ended March 31, 2019.

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	36	16299607	11	103	47	16299710	100
Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	34	15763444	11	103	45	15763547	96.71
Voted Against	2	536163	Nil	Nil	2	536163	3.29

ITEM NO. 5

To approve the alteration to the Memorandum 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
Total Votes received	36	16299607	11	103	47	16299710	100
Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	35	16299602	11	103	46	16299705	100
Voted Against	1	5	Nil	Nil	1	5	0



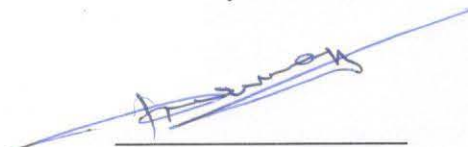
ITEM NO. 6

To approve the payment of remuneration (including any fees or compensation payable) to the all Executive - Promoter Directors of the Company as per their existing terms of appointment, notwithstanding their aggregate annual remuneration exceeds 5 percent of the net profits 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
Total Votes received	36	16299607	11	103	47	16299710	100
Less: Total Number of Invalid Votes	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Number of Valid Votes	36	16299607	11	103	47	16299710	100
Voted in Favour	34	16299574	11	103	45	16299677	100
Voted Against	2	33	Nil	Nil	2	33	0



for DKS & Co.



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

Place: Tinsukia
Date: 28th August, 2018

I Accept


SHIV PRAKASH MITTAL
(DIN No. 00237242)
NON-EXECUTIVE CHAIRMAN
GREENLAM INDUSTRIES LIMITED

