

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	:	GREENLAM INDUSTRIES LIMITED
MEETING	:	6 th Annual General Meeting
DATE & TIME	:	Saturday, 10 th August 2019 at 9:15 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 6th Annual General Meeting ("6th AGM") of **Greenlam Industries Limited** (hereinafter referred to as "the Company") held on Saturday, 10th August 2019 at 9:15 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 6th 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 6th AGM as under:-

- On 17th August, 2019 by e-mail to 4709 members who had registered their e-mail ids with the Company/Depositories.
- On 17th August, 2019 by Courier to 792 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 Saturday, 3rd August, 2019 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 6th 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 Wednesday, 7th August, 2019 till 5:00 P.M. IST on Friday, 9th August, 2019. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date August 03, 2019, 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 6th 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 6th AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 6th 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. Manish Kumar Singh and Ms. Sneha Anand and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- Total 55 Members had cast their votes in respect of the businesses contained in the notice of 6th AGM and none of the votes cast by Members were found to be invalid.
- Out of the above, 22 Members had cast their votes through remote e-voting and 33 members cast 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 6th AGM held on 10th August, 2019 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 Businesses as contained in Item No. 1 to Item No. 4 and Special Businesses as contained in Item No. 5 to Item No. 10 of the Notice dated 13th June, 2019:

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, 2019, 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	22	16056709	33	1801	55	16058510	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.



ITEM NO. 2

To declare dividend on Equity Shares 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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.

ITEM NO. 3

To appoint a director in place of Mr. Shiv Prakash Mittal (DIN:00237242), 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	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.



ITEM NO. 4

To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from conclusion of 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting and to fix their remuneration.

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	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.

ITEM NO. 5

To re-appoint Mr. Saurabh Mittal as Managing Director & CEO of the Company for a term of 5 (five) years with effect from November 11, 2019 to November 10, 2024.

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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.



ITEM NO. 6

To re-appoint Ms. Parul Mittal as Whole-time Director of the Company for a term of 5 (five) years with effect from November 11, 2019 to November 10, 2024.

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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.

ITEM NO. 7

To re-appoint Mr. Vijay Kumar Chopra as an Independent Director of the Company for a second term of 3 (three) years from the conclusion of 6th Annual General Meeting (AGM) up to the conclusion of 9th AGM of the Company to be held in the calendar year 2022.

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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.



ITEM NO. 8

To re-appoint Ms. Sonali Bhagwati Dalal as an Independent Director of the Company for a second term of 1 (one) year from the conclusion of 6th Annual General Meeting (AGM) up to the conclusion of 7th AGM of the Company to be held in the calendar year 2020.

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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.

ITEM NO. 9

To appoint Mr. Sandip Das as an Independent Director of the Company for a term of 5 (five) year with effect from June 13, 2019 up to June 12, 2024.

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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	22	16056709	33	1801	55	16058510	100.00
Voted Against	0	0	0	0	0	0	N.A.



ITEM NO. 10

To revise the annual commission payable to each Independent Director of the Company from the existing limit of Rs.10,00,000/- (excluding applicable taxes thereon) to Rs.18,00,000/- (excluding applicable taxes 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	22	16056709	33	1801	55	16058510	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	22	16056709	33	1801	55	16058510	N.A.
Voted in Favour	21	16056681	33	1801	55	16058482	100.00
Voted Against	1	28	0	0	1	28	0

for DKS & Co.



Place: Tinsukia
Date: 10th August, 2019

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

I Accept



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