

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	GREENLAM INDUSTRIES LIMITED
MEETING:	3 rd Annual General Meeting
DATE & TIME:	Wednesday, 24 th August 2016 at 09:30 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 3rd Annual General Meeting (3rd AGM) of **Greenlam Industries Limited** (hereinafter referred to as the Company) held on Wednesday, 24th August 2016 at 09:30 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 3rd 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 3rd AGM as under:-

- On 30th July, 2016 by e-mail to 3002 members who had registered their e-mail-ids with the Company / Depositories.
- On 31st July, 2016 by Post / Registered Post / Courier to 1255 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 Wednesday, 17th August, 2016 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 3rd 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. on Sunday, 21st August 2016 up to 5:00 P.M. on Tuesday on 23rd August 2016. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 17, 2016 were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the e-voting platform provided by CDSL.

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 casted their votes through remote e-voting do not vote again at the 3rd AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 3rd 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 number of shares held but not the manner in which they have voted.

6.2 Accordingly, CDSL, the remote e-voting Agency 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 to the members who attended the meeting.

7. **Counting Process:**

7.1 On completion of voting at the meeting, M/S Link Intime India Private Limited, 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. Supriya Kumari and Mr. Utpal Chaudhury and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- 34 Members had casted their votes in respect of the businesses contained in the notice of 3rd 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 19 members casted their votes through poll/ballot papers.

8.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 3rd AGM dated 27th May, 2016 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. 5 of the Notice Dated 27th May, 2016:

As a scrutinizer of the process my responsibility is restricted to ensure the process to be carried on in fair 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, 2016, 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	6126590	19	8966420	34	15093010	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6126590	19	8966420	34	15093010	N.A.
Voted in Favour	15	6126590	19	8966420	34	15093010	100
Voted Against	0	0	0	0	0	0	0



ITEM NO. 2

To declare dividend on Equity Shares of the Company for the financial year ended March 31, 2016.

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	6126590	19	8966420	34	15093010	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6126590	19	8966420	34	15093010	N.A.
Voted in Favour	15	6126590	19	8966420	34	15093010	100
Voted Against	0	0	0	0	0	0	0

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
Total Votes received	15	6126590	19	8966420	34	15093010	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6126590	19	8966420	34	15093010	N.A.
Voted in Favour	15	6126590	19	8966420	34	15093010	100
Voted Against	0	0	0	0	0	0	0



ITEM NO. 4

To ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No.306147E) as a Statutory Auditor of the Company from the conclusion of this Annual General Meeting until 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 Section 139, 141, 142 of 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
Total Votes received	15	6126590	19	8966420	34	15093010	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	15	6126590	19	8966420	34	15093010	N.A.
Voted in Favour	14	6126570	19	8966420	33	15092990	100
Voted Against	1	20	0	0	1	20	0



ITEM NO. 5

To authorize Mr. Saurabh Mittal, Managing Director and CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary and Asst. Vice President - Legal of the Company to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.

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 persons 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	6126590	19	8966420	34	15093010	NA
Less: Total Number of Invalid Votes	0	0	0	0	0	0	NA
Total Number of Valid Votes	15	6126590	19	8966420	34	15093010	NA
Voted in Favour	15	6126590	19	8966420	34	15093010	100
Voted Against	0	0	0	0	0	0	0



For DKS & Co.

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

Place: Tinsukia, Assam
Date: 24th August, 2016

I Accept

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