

GIL/2016-17
23rd August, 2016

The Manager

BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Fax No. 022-2272-3121/1278/1557/3354
Scrip Code:526797

The Manager

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Fax No. 022-2659-8237/8238/8347/8348
Symbol - GREENPLY

Dear Sir/Madam,

Sub: Outcome of 26th Annual General Meeting

This is to inform you that, the members of the Company have approved the following businesses included in the Notice dated May 24, 2016 convening the 26th Annual General Meeting of the Company which was held on Tuesday, the August 23, 2016 at 10:00 a.m.

Ordinary Business:

1. Adoption of the (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. Declaration of dividend of Re. 0.60/- per share on 12,06,81,870 equity shares of Re. 1/- each for the financial year ended March 31, 2016.
3. Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, liable to retire by rotation.
4. Ratification of the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditors of the Company and to fix their remuneration.

Special Business:

5. Re-appointment of Mr. Shobhan Mittal [DIN: 00347517] as the Joint Managing Director & CEO of the Company for a further period of five years with effect from September 1, 2016 till August 31, 2021, subject to approval of the Central Government.

**Greenply Industries Limited**

'Madgul Lounge', 5th & 6th Floor, 23, Chetla Central Road, Kolkata - 700027, India
T +91 33 30515000 F +91 33 30515010 E kolkata@greenply.com W www.greenply.com & www.greenplywood.com
Registered Office : Makum Road, Tinsukia, Assam - 786125
Corporate Identity Number : L20211AS1990PLC003484

6. Increase in drawing of remuneration by Mr. Shobhan Mittal [DIN:00347517], Joint Managing Director and CEO of the Company, from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, from SGD 15000 (Singapore Dollar Fifteen Thousand only) per month to SGD 30000 (Singapore Dollar Thirty Thousand Only) per month, with effect from September 1, 2016.

We are attaching herewith a copy of Scrutinizer's Report in respect of the above matter.

Kindly take the same into record.

Thanking you,

Yours faithfully,

For **GREENPLY INDUSTRIES LIMITED**



KAUSHAL KUMAR AGARWAL
COMPANY SECRETARY &
VICE PRESIDENT-LEGAL



Encl: a/a

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	GREENPLY INDUSTRIES LIMITED
MEETING:	26 th Annual General Meeting
DATE & TIME:	Tuesday, 23 rd August 2016 at 10:00 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 26th Annual General Meeting (26th AGM) of **Greenply Industries Limited** (hereinafter referred to as the Company) held on Tuesday, 23rd August, 2016 at 10:00 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 26th 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 26th AGM as under:-

- On 28th July, 2016 by e-mail to those members whose e-mail-ids are registered with the Company / Depositories.
- On 28th July, 2016 by Ordinary Air mail / Registered Post / Courier to all the eligible members in physical form.

4. Cut-Off Date:

The voting rights were reckoned as on Tuesday, 16th 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 26th 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 Friday 19th August 2016 up to 5:00 P.M. on Monday 22nd 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 16, 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 26th AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 26th 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. S. K. Infosolutions 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 Mr. Sujit Sarkar and Mr. Biswajit Bhattacharjee and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- 83 Members had casted their votes at the meeting and none of the votes cast by Members were found to be invalid.
- Out of the above 67 Members had casted their votes through remote e-voting 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 26th AGM dated 24th 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. 6 of the Notice Dated 24th 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.

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

ITEM NO. 1.

Adoption of (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the 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 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	67	60041818	16	1118	83	60042936	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	67	60041818	16	1118	83	60042936	N.A.
Voted in Favour	67	60041818	16	1118	83	60042936	100
Voted Against	0	0	0	0	0	0	0

[Handwritten Signature]



ITEM NO. 2

Declaration of dividend of Re. 0.60/- per share on 12,06,81,870 Equity Shares of Re. 1/- each 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 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	67	60041818	16	1118	83	60042936	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	67	60041818	16	1118	83	60042936	N.A.
Voted in Favour	64	58812465	16	1118	80	58813583	97.9525
Voted Against	3	1229353	0	0	3	1229353	2.0475

ITEM NO. 3

Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, liable to retire by rotation.

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	66	58875918	16	1118	82	58877036	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	66	58875918	16	1118	82	58877036	N.A.
Voted in Favour	65	55902873	16	1118	81	55903991	94.9504
Voted Against	1	2973045	0	0	1	2973045	5.0496

[Handwritten Signature]



ITEM NO. 4

Ratification of appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditors of the Company and 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 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	67	60041818	16	1118	83	60042936	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	67	60041818	16	1118	83	60042936	N.A.
Voted in Favour	60	57755170	16	1118	76	57756288	96.1916
Voted Against	7	2286648	0	0	7	2286648	3.8084

ITEM NO. 5

Re-appointment of Mr. Shobhan Mittal [DIN: 00347517] as the Joint Managing Director & CEO of the Company for a further period of five years with effect from September 1, 2016 till August 31, 2021.

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	63	58324326	16	1118	79	58325444	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	63	58324326	16	1118	79	58325444	N.A.
Voted in Favour	52	51835280	16	1118	68	51836398	88.8744
Voted Against	11	6489046	0	0	11	6489046	11.1256

Shobhan Mittal



ITEM NO. 6

Increase in drawing of remuneration by Mr. Shobhan Mittal [DIN: 00347517], Joint Managing Director and CEO of the Company, from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, from SGD 15000 (Singapore Dollar Fifteen Thousand only) per month to SGD 30000 (Singapore Dollar Thirty Thousand Only) per month, with effect from September 1, 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 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	63	58324326	16	1118	79	58325444	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	63	58324326	16	1118	79	58325444	N.A.
Voted in Favour	54	56037418	16	1118	70	56038536	96.0791
Voted Against	9	2286908	0	0	9	2286908	3.9209

for DKS & Co.

Place: Tinsukia
Date: 23rd August, 2016



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

I Accept

SHIV PRAKASH MITTAL
Executive Chairman
GREENPLY INDUSTRIES LIMITED