Minutes of the 25th (Twenty-fifth) Annual General Meeting of the Members of the Greenply Industries Limited held on Tuesday, 25th day of August, 2015 at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam- 786125 at 10:00 a.m. and concluded at 11:30 a.m.

PRESENT

Mr. Shiv Prakash Mittal, *Executive Chairman*

Mr. Susil Kumar Pal, *Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee*

Mr. Anupam Kumar Mukerji, *Independent Director and Chairman of Stakeholders Relationship Committee*

Mr. Upendra Nath Challu, *Independent Director*

Mr. Kaushal Kumar Agarwal, *Company Secretary & Vice President-Legal*

IN ATTENDANCE

Mr. Vishwanathan Venkatramani, *Chief Financial Officer*

INVITEE

Mr. Dindayal Dhandaria, *Partner of M/s. D. Dhandaria & Co., Statutory Auditors*

Mr. Naveen Kumar Dhandaria, *Partner of M/s. D. Dhandaria & Co., Statutory Auditors*

CHAIRMAN

In accordance with Article 140 of the Articles of Association of the Company, Mr. Shiv Prakash Mittal, Executive Chairman of the Company took the Chair and welcomed all the members present at the 25th Annual General Meeting. He informed the members that Mr. Rajesh Mittal, Managing Director, Mr. Shobhan Mittal, Joint Managing Director & CEO, Ms. Sonali Bhagwati Dalal, Independent Director, Mr. Vinod Kumar Kothari, Independent Director and Mr. Moina Yometh Konyak, Non-executive director of the Company conveyed their inability to attend the meeting owing to preoccupation.

MEMBERS PRESENT

In aggregate, 34 (Thirty-four) Members including 4 (four) Corporate representatives were present in person and no Member was present through proxy as per the attendance register.

QUORUM

The Chairman, having ascertained that the requisite quorum as per Section 103 of the Companies Act, 2013 was present, called the meeting in order.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 were produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting. Further, Register of contracts or arrangements in which directors are interested

maintained under section 189 of the Companies Act, 2013 along with Statutory Auditor's Report and Secretarial Auditor's Report were also produced at the commencement of the Meeting and were kept open and accessible during the continuance of the Meeting to the persons having right to attend the Meeting.

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present.

The Chairman intimated the Members present that the Statutory Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company. The same was taken as read with the consent of the members present.

The Chairman informed that the Secretarial Auditor's Report contains the following observation and the same was read at the meeting:

"During the financial year 2014-15, the Company has spent Rs. 10.68 Lacs towards CSR activities, which is less than 2% of the average net profit of last 3 financial years."

The queries raised by the member w.r.t. the aforesaid observation of Secretarial Auditor were answered to their satisfaction by the Chairman.

Thereafter, the Chairman stated that the Company had provided remote e-voting facility (vote by electronic means) to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 25th Annual General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and applicable provisions of the listing agreements with Stock Exchanges. The facility to vote by electronic means was kept open from 10:00 a.m. on August 21, 2015 to 5:00 p.m. on August 24, 2015.

He further stated that, Mr. Dilip Kumar Sarawagi, Practicing Company Secretary was appointed as the Scrutinizer for conducting the e-voting process.

The Chairman stated that as per the Ministry of Corporate Affairs vide General Circular no. 20/2014 dated June 17, 2014 there will be no voting by show of hands at the general meeting of a company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply. Accordingly, there will be no show of hands at the Annual General Meeting. He further stated that in order to enable the Members present at the Meeting in person or proxy to cast their votes, a poll will be taken in respect of all the businesses contained in the Notice dated May 25, 2015.

Thereafter, the Chairman appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary as the Scrutinizer to scrutinize the poll process and the votes given on the poll and to give a report thereon in the prescribed manner.

The Chairman invited Members present in person to ask questions and offer their comments, if any, on the Annual Report or Notice to the Annual General Meeting. There was no question on specific agenda(s), however certain general queries relating to performance of the Company were raised by some members and that was addressed by the Chairman.

The Chairman also stated that the results of the remote e-voting process and Poll will be announced on receipt of the Scrutinizer's Report and the Scrutiniser's Report will be placed on the Company's website and sent to the Stock Exchanges. The Scrutiniser's Report will also be placed on the website of Central Depositories Services (India) Limited, the agency which provided the platform for e-voting.

The Chairman thereafter took up the items of Business set out in the Notice of the Meeting.

ORDINARY BUSINESS:

Item No. 1 (Ordinary resolution): Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 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 Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

"RESOLVED THAT (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 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 Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

The resolution was proposed by Mr. Sudip Sarkar and seconded by Mr. Sunil Mishra.

Item No.2 (Ordinary Resolution): Declaration of dividend of Rs. 3/- per share on 24136374 equity shares of Rs. 5/- each for the financial year ended March 31, 2015.

"**RESOLVED THAT** a final dividend of Rs. 3.00/- per share on 24136374 equity shares of Rs. 5/- each aggregating to Rs. 7,24,09,122/- as recommended by the Board of Directors of the Company for the year ended March 31, 2015 be and is hereby declared and the same be paid between August 29, 2015 and September 2, 2015, to the eligible members of the Company."

The resolution was proposed by Mr. Ramniwas Prajapati and seconded by Mr. Amit Yadav.

Item No. 3 (Ordinary Resolution): Re-appointment of Mr. Moina Yometh Konyak (DIN: 00669351) as a Director of the Company, liable to retire by rotation.

"**RESOLVED THAT** Mr. Moina Yometh Konyak (DIN: 00669351) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."

The resolution was proposed by Mr. Suresh Sharma and seconded by Mr. A. K. Dubey.

Item No. 4 (Ordinary Resolution): Ratification of appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), as Statutory Auditors of the Company and fix their remuneration.

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), as the Statutory Auditors of the Company to hold office as such till the conclusion of the 27th AGM be and is hereby ratified to hold office from the conclusion of 25th AGM to the conclusion of the 26th AGM at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

The resolution was proposed by Mr. M. Bhattacharjee and seconded by Mr. Partha Bhusan Das.

SPECIAL BUSINESS:

The Chairman stated that in the next 4 (four) items on the agenda he is interested and being interested in the resolutions, he vacated the Chair and requested Mr. Susil Kumar Pal to Chair the meeting for these agendas. Mr. Susil Kumar Pal then took the Chair and read the following resolutions to be passed as an Ordinary Resolution:

Item No. 5 (Ordinary Resolution): Change of designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Shobhan Mittal [DIN: 00347517] from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Shobhan Mittal (DIN: 00347517), currently holding office as Joint Managing Director & CEO of the Company, liable to retire by rotation, will remain unaltered."

The resolution was proposed by Mr. Narayan Bhattacharjee and seconded by Mr. Raghvendra Singh.

Item No. 6 (Ordinary Resolution): Revision in the remuneration of Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and

recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Shiv Prakash Mittal [DIN:00237242], Executive Chairman of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: Rs.16,90,000/- per month w.e.f. April 01, 2015.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2014-2015.
3	House Rent Allowance of Rs.1,50,000/- per month w.e.f. April 1, 2015.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
9	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of Executive Chairman may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Executive Chairman for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Shiv Prakash Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. M. Borah and seconded by Mr. Pradeep Kumar Verma.

Item No. 7 (Ordinary Resolution): Revision in the remuneration of Mr. Rajesh Mittal (DIN: 00240900), Managing Director of the Company.

"**RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Rajesh Mittal [DIN:00240900], Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: Rs.15,60,000/- per month w.e.f. April 01, 2015.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2014-2015.
3	House Rent Allowance of Rs.2,00,000/- per month w.e.f. April 1, 2015.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
9	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Rajesh Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. Nripen Dutta and seconded by Mr. Murari Lal Malpani.

Item No. 8 (Ordinary Resolution): Revision in the remuneration of Mr. Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of the Company.

"**RESOLVED THAT** Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Shobhan Mittal [DIN:00347517], Joint Managing Director & CEO of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: Rs.13,00,000/- per month w.e.f. April 01, 2015.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit w.e.f. financial year 2014-2015.
3	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
9	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

The terms and conditions of appointment of Joint Managing Director & CEO may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to Joint Managing Director & CEO for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Shobhan Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. Madan Lal Agarwal and seconded by Mr. Sudip Sarkar.

Mr. Susil Kumar Pal thereafter, requested Mr Shiv Prakash Mittal to preside over the meeting again, who then took the Chair.

Item No. 9 (Special Resolution): Increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of Rs.7,50,000/- (exclusive of applicable service taxes) per non-executive director to Rs.10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15.

"RESOLVED THAT Pursuant to the provisions of Section 197 (1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, applicable clauses of the Equity Listing Agreement and recommendations of the Nomination and Remuneration Committee and Audit Committee, consent of the members of the Company be and is hereby accorded to increase the payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of Rs. 7,50,000/-(exclusive of applicable service taxes) per non-executive director to Rs. 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15 subject that the total annual commission along with the applicable service tax thereon, if any, to all the non-executive directors shall not exceed 1% of the net profit of the Company during any financial year.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. Murari Lal Malpani and seconded by Mr. Sunil Mishra.

Item No. 10 (Special Resolution): Maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.

"RESOLVED THAT pursuant to the provisions of Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company's Registrar and Share Transfer Agent, viz., M/s. S. K. Infosolutions Pvt. Ltd., at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. Pradeep Kumar Verma and seconded by Mr. Ramniwas Prajapati.

The Chairman stated that in the next item on the agenda he is interested and being interested in the resolution, he requested Mr. Susil Kumar Pal to Chair the meeting for this agenda. Mr. Susil Kumar Pal then took the chair and read the following resolution to be passed as a Special Resolution:

Item No. 11 (Special Resolution): Approval of drawing of remuneration by Mr. Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement (including any statutory amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to Mr. Shobhan Mittal [DIN:00347517], Joint Managing Director & CEO of the Company to draw remuneration of SGD 15000 (Singapore Dollar Fifteen Thousand only) per month or such remuneration as may be decided by the Board of Directors from time to time which shall not in any case exceed SGD 20000 (Singapore Dollar Twenty Thousand only) per month, from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, being office or place of profit within the meaning of Section 188 of the Companies Act, 2013, with effect from the date of shareholders' approval.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

The resolution was proposed by Mr. Raghvendra Singh and seconded by Mr. Suresh Sharma.

Mr. Susil Kumar Pal thereafter, requested Mr Shiv Prakash Mittal to preside over the meeting again, who then took the Chair.

All the items of the agenda having been transacted, the Chairman concluded the meeting by expressing special thanks to all the Shareholders of the Company for attending the Meeting and participating in the deliberations. He also expressed his gratitude to the Shareholders for their continuous support extended to the Company.

There being no other business remaining to be transacted, the Chairman announced the commencement of voting through poll on above mentioned resolutions. At the request of the Chairman, Mr. Dilip Kumar Sarawagi, Scrutinizer, appointed for the Poll, locked and sealed the empty polling box in the presence of Members. Mr. Dilip Kumar Sarawagi thereafter conducted the Poll for all the Resolutions as set out in the Notice dated May 25, 2015. After ensuring that Members participating in the Poll had casted their votes, the Scrutinizer closed the Poll and took custody of the polling box. The Chairman thereby announced the formal closure of the 25th Annual General Meeting of the Company.

Results of e-voting and Poll on the Ordinary and Special Businesses at the 25th Annual General Meeting of the Company held on Tuesday, 25th August, 2015

On the basis of the Scrutinizer's report dated 26th August, 2015 for the remote e-voting and Poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Company Secretary of the Company announced on 26th August, 2015 that all the Resolutions for the Ordinary and Special Businesses as set-out in item Nos. 1 to 11 in the Notice of the 25th Annual General Meeting of the Company have been duly passed with such majority as enumerated below:

Resolution Number(s) as given in the Notice of the 25th Annual General Meeting	Particulars of votes cast							Results Declared
		Electronic Voting		Poll		Voting Results		
		Nos.(A)	%	Nos.(B)	%	Nos.(A+B)	%	
Ordinary Business								
1. Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 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 Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.	Votes cast in favour Votes cast against Invalid Votes	8212261 0 0	100 0 0	8956364 0 0	100 0 0	17168625 0 0	100 0 0	Approved Unanimously
2. Declaration of dividend of Rs. 3/- per share on 24136374 equity shares of Rs. 5/-	Votes cast in favour Votes cast against Invalid Votes	8577261 0 0	100 0 0	8956364 0 0	100 0 0	17533625 0 0	100 0 0	Approved Unanimously

each for the financial year ended March 31, 2015.								
3. Re-appointment of Mr. Moina Yometh Konyak (DIN:00669351) as a Director of the Company, liable to retire by rotation.	Votes cast in favour Votes cast against Invalid Votes	7878938596609 0	92.967.04 0	8956364 0 0	100 0 0	16835302596609 0	96.583.42 0	Approved by requisite majority
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	Votes cast in favour Votes cast against Invalid Votes	8015170365047 0	95.644.36 0	8956364 0 0	100 0 0	16971534365047 0	97.892.11 0	Approved by requisite majority
Special Business								
5. Change of designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.	Votes cast in favour Votes cast against Invalid Votes	8577261 0 0	100 0 0	8956364 0 0	100 0 0	17533625 0 0	100 0 0	Approved Unanimously
6. Revision in the remuneration of Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman of the Company.	Votes cast in favour Votes cast against Invalid Votes	8116902365029 0	95.704.30 0	8956364 0 0	100 0 0	17073266365029 0	97.912.09 0	Approved by requisite majority
7. Revision in the remuneration of Mr. Rajesh Mittal (DIN: 00240900), Managing Director of the Company.	Votes cast in favour Votes cast against Invalid Votes	8116902365029 0	95.704.30 0	8956364 0 0	100 0 0	17073266365029 0	97.912.09 0	Approved by requisite majority
8. Revision in the remuneration of Mr. Shobhan Mittal (DIN: 00347517), Joint Managing Director & CEO of the Company.	Votes cast in favour Votes cast against Invalid Votes	8116902365029 0	95.704.30 0	8956364 0 0	100 0 0	17073266365029 0	97.912.09 0	Approved by requisite majority

9. Increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of Rs.7,50,000/- (exclusive of applicable service taxes) per non-executive director to Rs. 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15.	Votes cast in favour Votes cast against Invalid Votes	8577233 28 0	99.99 0.01 0	8956364 0 0	100 0 0	17533597 28 0	99.99 0.01 0	Approved by requisite majority
10. Maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.	Votes cast in favour Votes cast against Invalid Votes	8577261 0 0	100 0 0	8956364 0 0	100 0 0	17533625 0 0	100 0 0	Approved Unanimously
11. Approval of drawing of remuneration by Mr. Shobhan Mittal (DIN:00347517), Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company.	Votes cast in favour Votes cast against Invalid Votes	6939207 365001 0	95.00 5.00 0	8956364 0 0	100 0 0	15895571 365001 0	97.76 2.24 0	Approved by requisite majority

The Resolutions for the Ordinary and Special businesses as set out in item Nos. 1 to 11 in the Notice of the 25th Annual General Meeting, duly approved by the

Members, are recorded hereunder as part of the proceedings of the 25th Annual General Meeting of the members held on 25th August, 2015.

Sd/- Shiv Prakash Mittal
CHAIRMAN

Date of entry: 08.09.2015

Date: 12.09.2015

Place: Kolkata