

SCRUTINIZER'S REPORT

NAME OF THE COMPANY:	GREENPANEL INDUSTRIES LIMITED
MEETING:	02 nd Annual General Meeting
DATE & TIME:	Saturday, 28 th September, 2019 at 10:00 A.M. (IST)
VENUE:	Registered Office of the Company at MAKUM ROAD, Tinsukia – 786 125 (Assam)

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 2nd Annual General Meeting ("2nd AGM") of **GREENPANEL INDUSTRIES LIMITED** (hereinafter referred to as "the Company") held on Saturday, 28th September, 2019 at 10.00 A.M. at the Registered Office of the Company situated at Makum Road, Tinsukia – 786 125 (Assam).

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 2nd 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 2nd AGM as under:-

- On 4th September, 2019 by e-mail to 20301 members who had registered their e-mail ids with the Company / Depositories.
- On 04th September, 2019 by Courier to 2385 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, 21st September, 2019 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the 2nd 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 Tuesday, 24th September, 2019 till 5:00 P.M. IST on Friday, 27th September, 2019. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 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 2nd 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 2nd AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of 2nd 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 Maheshwari Datamatics Private Limited, the Registrar and Share 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. Utpal Chaudhury and downloaded the e-voting results.



8. Results:

8.1 I observed that:

- a) Total 83 Members had cast their votes in respect of the businesses contained in the notice of 2nd AGM and none of the votes cast by Members were found to be invalid.
- b) Out of the above, 58 Members had casted their votes through remote e-voting and 25 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 2nd AGM dated 14th 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 / Special Resolutions as contained in Item No. 1 to Item No. 6 of the Notice dated 14th August, 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

- (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 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 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	58	34544747	25	12442045	83	46986792	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	58	34544747	25	12442045	83	46986792	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 2

To appoint a Director in place of Mr. Shiv Prakash Mittal (DIN: 00237242) who retires by rotation 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	58	34544747	25	12442045	83	46986792	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	54	34537661	25	12442045	79	46979706	99.98
Voted Against	4	7086	0	0	4	7086	0.02

ITEM NO. 3

To consider & approve appointment of Mr. Shiv Prakash Mittal (DIN: 00237242) as Executive Chairman 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
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Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	58	34544747	25	12442045	83	46986792	100.00
Voted Against	0	0	0	0	0	0	0.00



ITEM NO. 4

To consider & approve appointment of Mr. Shobhan Mittal (DIN: 00347517) as Managing Director & CEO 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	58	34544747	25	12442045	83	46986792	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	58	34544747	25	12442045	83	46986792	100.00
Voted Against	0	0	0	0	0	0	0.00

ITEM NO. 5

To consider & approve drawing of remuneration by Mr. Shobhan Mittal [DIN:00347517], Managing Director and CEO of the Company, from Greenpanel Singapore Pte. Ltd., Singapore, Wholly Owned Subsidiary 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	58	34544747	25	12442045	83	46986792	N.A.
Less: Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	56	33403594	25	12442045	81	45845639	97.57
Voted Against	2	1141153	0	0	2	1141153	2.43



ITEM NO. 6

To consider & approve appointment of Arun Kumar Saraf (DIN: 00087063) as Independent Director 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	58	34544747	25	12442045	83	46986792	N.A.
Less:							
Total Number of Invalid Votes	0	0	0	0	0	0	N.A.
Total Number of Valid Votes	58	34544747	25	12442045	83	46986792	N.A.
Voted in Favour	58	34544747	25	12442045	83	46986792	100.00
Voted Against	0	0	0	0	0	0	0.00

for DKS & Co.



Place: Tinsukia
Date: 28th September, 2019

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

I Accept

SHIV PRAKASH MITTAL
(DIN No. 00237242)
EXECUTIVE CHAIRMAN
GREENPANEL INDUSTRIES LIMITED