GIL/2017-18
July 26, 2017

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: Submission of Notice of 27th Annual General Meeting

With reference to the captioned subject, please find enclosed Notice of 27th Annual General Meeting of the members of the Company scheduled to be held on Monday, August 21, 2017 at 09:15 a.m. at the registered office of the Company at Makum Road, Tinsukia, Assam - 786125.

The aforesaid notice has also been placed on the website of the Company viz. www.greenply.com/investors.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **Greenply Industries Limited**

Kaushal Kumar Agarwal
Company Secretary &
Vice president-legal

Encl.: A/a

GREENPLY INDUSTRIES LIMITED
Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125, India
Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor
Kolkata - 700 027, India
Phone: (033) 3051-5000, Fax: (033) 3051-5010,
Email: kolkata@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

NOTICE is hereby given that the 27th Annual General Meeting ('AGM' or 'Meeting') of the Members of Greenply Industries Limited will be held as scheduled below:

Day	:	Monday
Date	:	August 21, 2017
Time	:	09:15 A.M.
Place	:	Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125

AGENDA for the Meeting will be as under:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

2. To declare dividend on equity shares for the financial year ended March 31, 2017.

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.

4. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. D. Dhandaria & Company, Chartered Accountants (ICAI Firm Registration No.306147E), the retiring Statutory Auditors) to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting, until the conclusion of the 32nd Annual General Meeting, subject to ratification by Members of the Company at every Annual General Meeting, at such remuneration as may be decided 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.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder (including any statutory modification(s), amendment(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable laws, whereby a document may be served on any Member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the Member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the Member for delivery of such document to him through a particular mode of services mentioned above, provided such request along with the requisite fee has been duly received by the Company at least one week advance of the despatch of the document by the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise

in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, 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) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Articles of Association of the Company, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shiv Prakash Mittal [DIN: 00237242] as an Executive Chairman of the Company for a further period of five years with effect from 1st February, 2017 to 31st January, 2022, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

SALARY & PERQUISITES:

1	Basic Salary: Rs.16,90,000/- per month.
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.
3	House Rent Allowance of Rs.1,50,000/- per month.
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 re-appointment of Mr. Shiv Prakash Mittal may be altered and varied from time to time by the Board of Directors 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 Mr. Shiv Prakash Mittal for attending meeting of the Board of Directors or any Committee thereof. His office shall be liable to retire by rotation.
- 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 for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

Place: Kolkata
Date: May 29, 2017

By Order of the Board
For **Greenply Industries Limited**

Registered Office:
Makum Road
P.O. Tinsukia,
Assam - 786 125

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

   A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The proxy holder shall prove his identity at the time of attending the Meeting.

4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.

5. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution three days before the commencement of the Meeting.

6. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

7. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 7, 2017 to Tuesday, July 11, 2017 (both days inclusive) for determining the name of Members eligible for dividend on equity shares, if declared at the Annual General Meeting and the dividend if declared will be credited/dispatched within 10 days from the date of Annual General Meeting.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. of 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata - 700 006.

11. Members are requested to contact the Company's Registrar & Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. for reply to their queries / redressal of complaints, if any, or contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company [Phone: (033) 30515000; Email: investors@greenply.com

12. Queries on accounts and operations of the Company, if any, may please be sent at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata – 700 027, at least seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.

13. Members are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall along with their copy of annual report to the Meeting.

14. The dividend declared for the financial year ended March 31, 2009 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

15. The final dividend for the financial year ended March 31, 2010 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please be informed that the due month for transferring the unclaimed final dividend for the financial year ended March 31, 2010 to Investor Education and Protection Fund is September, 2017. Shareholders, who have not yet encashed their final dividend for the financial

year ended March 31, 2010 or any subsequent financial years are requested to make their claim to the Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 23, 2016 (date of last Annual General Meeting) on the website of the Company (www.greenply.com), and also on the website of the Ministry of Corporate Affairs.

16. Pursuant to Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') read with Section 124 of the Companies Act, 2013, notice have been published in newspapers and individual intimations have been sent to the concerned shareholders, requesting them to encash their unclaimed dividends failing which the corresponding shares will be transferred to IEPF. The list of concerned shareholders and the corresponding shares are available on the Company's website www.greenply.com

17. Shareholders are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in

18. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

19. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.

20. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.

21. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.greenply.com under the Investors' Section.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd.

23. The businesses set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

24. Electronic copy of the Notice of the aforesaid Meeting of the Company inter alia indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2016-17 is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes. The physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and the Annual Report 2016-17 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. Your Company will also provide physical copy of the Annual Report 2016-17 on specific demand from a Member.

25. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide facility of voting through electronic means ('remote e-voting') to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

26. The facility of voting through electronic voting system will not be available at the Meeting. Members who have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such a Member will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through polling paper and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

27. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

28. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the Members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Offices on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice for this 27th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2017 shall also be available on the Company's website, www.greenply.com.

29. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the Members at the Meeting.

30. The Board of Directors of your Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata 700 007 as the Scrutinizer for conducting the process of remote e-voting and poll at the Meeting venue in a fair and transparent manner.

31. The Results of remote e-voting and poll shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the report of the scrutinizer shall be placed on the Company's website www.greenply.com and also be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office and on the website of CDSL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.

32. The instructions for shareholders opting remote e-voting are as under:

(i) The voting period begins on August 17, 2017 at 10:00 a.m. and ends on August 20, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 14, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote/ change their vote casted earlier at the meeting venue, however, they may attend the meeting.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company name on which you choose to vote i.e. GREENPLY INDUSTRIES LIMITED.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

(xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, August 14, 2017 may follow the same instructions as mentioned above for e-Voting.

(xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or Members may even write to Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at "Madgul Lounge", 6th Floor, 23 Chetla Central Road, Kolkata – 700 027,

Phone: (033) 3051 5000; Email: investors@greenply.com regarding the grievances connected with voting by electronic means.

33. In terms of Section 152 of the Companies Act, 2013, Mr. Shiv Prakash Mittal [DIN: 00237242] shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2), the details of Mr. Shiv Prakash Mittal seeking re-appointment at the ensuing Annual General Meeting are provided below under the Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and also in the 'Corporate Governance Report' section of the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) (the "Act") the following Explanatory Statement sets out all material facts relating to the Special Businesses relating to Item Nos. 5 & 6 of the accompanying Notice dated May 29, 2017.

Item No. 5

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any Member by sending it to him by Registered post or by Speed post or by Courier or by delivering at his address or by such electronic or other mode as may be prescribed. Further, a Member may request for delivery of any document through a particular mode for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting. Therefore, to enable the Members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board of Directors accordingly recommend the Ordinary Resolution at item no. 5 of the accompanying notice, for the approval of the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying Notice.

Item No. 6

The tenure of Mr. Shiv Prakash Mittal [DIN: 00237242] as the Executive Chairman of the Company has been expired on 31st January, 2017.

The Board of Directors at their meeting held on 24th January, 2017, subject to approval of Members of the Company, has accorded its approval to re-appoint Mr. Shiv Prakash Mittal [DIN: 00237242] as the Executive Chairman of the Company for a further period of five years with effect from 1st February, 2017 to 31st January, 2022, on the terms and conditions including remuneration as mentioned in the resolution. The same was recommended by the Nomination and Remuneration Committee at its meeting held earlier that day, to the Board for its approval.

As per Part I of Schedule V of the Companies Act, 2013 one of the conditions to be fulfilled for the appointment or re-appointment is that the Executive Director has completed the age of 21 years and has not attained the age of 70 years. However, the Executive Director can be appointed or re-appointed even after attaining the age of 70 years subject to his/her appointment or re-appointment is approved by way of a Special Resolution passed by the Company in General Meeting and in such condition there is no further approval of the Central Government shall be required for such appointment or re-appointment.

Mr. Shiv Prakash Mittal has attained the age of 68 year and during his proposed tenure for the further period of 5 years w.e.f. 1st February, 2017 to 31st January, 2022 as the Executive Chairman, he will attain the age of 70 years. Considering the said facts and provisions of the Schedule V, the Company proposes to take necessary approval of the Members of the Company by way of a Special Resolution instead of an Ordinary Resolution as required for said re-appointment, to avoid any ambiguity in compliance of Schedule V of the Companies Act in respect of said re-appointment.

Mr. Shiv Prakash Mittal is a related party as per Section 2(76)(i) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereof, the amended terms of reference duly approved by the Board of Directors of the Company, the Audit Committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 24th January, 2017 discussed and approved the same agenda for the approval of the Board of Directors.

Considering the involvement of Mr. Shiv Prakash Mittal in the overall growth of the Company especially in respect of setting-up of new manufacturing units and streamlining the production capacities of existing units, through various initiatives, the above proposal to re-appoint Mr. Shiv Prakash Mittal [DIN: 00237242] as the Executive Chairman of the Company for a further period of five years, is in the interest of the Company and the Board of Directors recommends the Resolution in Item No. 6 of the Notice for approval by the Members by way of Special Resolution.

Pursuant to the Listing Regulations and SS-2, the details of Mr. Shiv Prakash Mittal seeking re-appointment as the Executive Chairman are provided below:

Name of Executive Director	Mr. Shiv Prakash Mittal, Executive Chairman (DIN: 00237242)
Age	68 years (Date of Birth: April 7, 1949)
Date of first Appointment	July 29, 1991
Experience/Expertise in specific functional areas	Mr. Shiv Prakash Mittal, a founder of Greenply Industries Limited, has rich and diverse experience in the fields of production and marketing of plywood, laminates and allied products. He is involved in the overall growth of the Company especially in respect of setting-up of new manufacturing units and streamlining the production capacities of existing units.
Qualification	B.Sc.
Terms and conditions of re-appointment	Re-appointment for five years with effect from February 1, 2017 till January 31, 2022 on the terms and conditions as mentioned in the Resolution of Item No. 6 of this notice.
Remuneration sought to be paid	Provided in the Resolution of Item No. 6 of this notice.
Remuneration- FY 2016-17	Salary: Rs.2,20,80,000/-
	Commission: Rs. 2,86,42,000/-
	Provident Fund: Rs. 24,33,600/-
List of outside directorship held excluding alternate directorship	Listed Entity(ies):
	Greenlam Industries Limited
	Unlisted Entity(ies):
	Prime Holdings Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil
	Member:
	1. Nomination and Remuneration Committee
	2. Operational Committee
Chairman/member of the committee of the Board of Directors of other companies in which he is a director	Greenlam Industries Limited:
	Chairman:
	1. Stakeholders Relationship Committee
	Member:
	1. Nomination and Remuneration Committee
	2. Corporate Social Responsibility Committee
	3. Operational & Finance Committee
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during Financial year 2016-17	6 (Six)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Rajesh Mittal (Brother)
	and
	Mr. Shobhan Mittal (Son)

Save and except Mr. Shiv Prakash Mittal and his relatives Mr. Rajesh Mittal and Mr. Shobhan Mittal, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice.

Place: Kolkata
Date: May 29, 2017

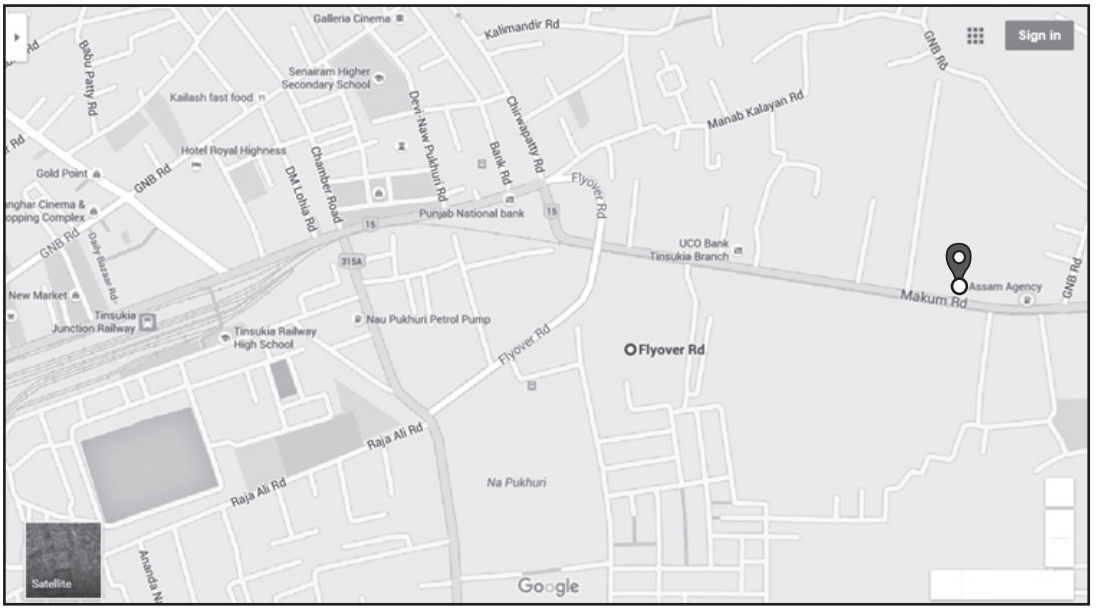
By Order of the Board
For **Greenply Industries Limited**

Registered Office:
Makum Road
P.O. Tinsukia,
Assam - 786 125

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

GREENPLY INDUSTRIES LIMITED
Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125, India
Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor
Kolkata - 700 027, India
Phone: (033) 3051-5000, Fax: (033) 3051-5010,
Email: kolkata@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

Road Map of Venue of 27th Annual General Meeting



Greenply Industries Limited
Makum Road, Tinsukia, Assam – 786 125

GREENPLY INDUSTRIES LIMITED
Registered Office: Makum Road, Tinsukia, Assam - 786 125, India
Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor
Kolkata - 700 027, India
Phone: (033) 3051-5000, Fax: (033) 3051-5010,
Email: kolkata@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L20211AS1990PLC003484
Name of Company	GREENPLY INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam- 786125 Tel: (033) 3051-5000, Fax: (033) 3051-5010 Website: www.greenply.com , email – kolkata@greenply.com,

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ Client Id:	
DP ID:	

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

1) **Name:** .....
Address: .....
.....
Email Id: ..... **Signature:** ..... ,
or failing him/her

2) **Name:** .....
Address: .....
.....
Email Id: ..... **Signature:** ..... ,
or failing him/her

3) **Name:** .....
Address: .....
.....
Email Id: ..... **Signature:** ..... ,
or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, 21st August, 2017 at 09:15 a.m. at Makum Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	To receive, consider and adopt(a)the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 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, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2	To declare dividend on equity shares for the financial year ended March 31, 2017.
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.
4	To appoint Statutory Auditors of the Company and to fix their remuneration.
5	To take approval for charging the estimated actual expenses from the Member, in advance, for delivery of the document(s) pursuant to any request made by the Member for delivery of document(s) through a particular mode of services.
6	To approve the re-appointment of Mr. Shiv Prakash Mittal (DIN: 00237242) as an Executive Chairman of the Company for a further period of five years with effect from 1st February, 2017 to 31st January, 2022.

Signed this ..... day of ..... of 2017 .

Affix Revenue Stamp

Signature of the Shareholder: .....

Signature of the proxy holder(s): .....

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

GREENPLY INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam - 786 125, India
Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor
Kolkata - 700 027, India
Phone: (033) 3051-5000, Fax: (033) 3051-5010,
Email: kolkata@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio / DP ID & Client ID :	
Name and Address of the Shareholder :	
Joint Holder(s) :	
No. of Shares :	

I / We hereby record my / our presence at the 27th Annual General Meeting of the Company being held on Monday, the 21st August, 2017 at 09:15 a.m. at the registered office of the Company at Makum Road, Tinsukia, Assam - 786 125.

Signature of Shareholder(s)

1. .....

2. .....

Signature of Proxy holder(s) .....

Note:

1. Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue

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ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
170713016	

Note: Please read the note no. 24, 25 and 32 to the Notice of the 27th Annual General Meeting dated 29th May, 2017, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on August 17, 2017 and ends at 5:00 p.m. on August 20, 2017.