

GIL/2015-16
November 9, 2015

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
Email: corp.relations@bseindia.com

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
Email: cmllist@nse.co.in

Dear Sir/Madam,

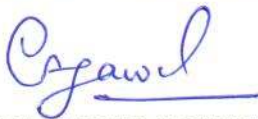
Sub: Submission of Postal Ballot Notice, Postal Ballot Form and Calendar of events

With reference to the captioned subject, please find enclosed six copies of Postal Ballot Notice along with Postal Ballot Form and Calendar of events in respect of seeking approval of Shareholders for the following businesses:

1. Sub-Division of Equity Shares from the Face Value of Rs.5/- to Face Value of Re.1/- per share.
2. Alteration of the Capital Clause in the Memorandum of Association.
3. Re-appointment of Mr. Rajesh Mittal as a Managing Director of the Company.

The voting period will begin on 10th November, 2015 at 9:00 a.m. and end on 9th December, 2015 at 6:00 p.m. The results of the Postal Ballot including e-voting will be announced by the Company on Monday, the 14th December, 2015.

Thanking you,
Yours faithfully,
For **GREENPLY INDUSTRIES LIMITED**



KAUSHAL KUMAR AGARWAL
COMPANY SECRETARY &
VICE PRESIDENT-LEGAL

Encl.: As above

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.greenplywood.com; www.greenply.com

Registered Office : Makum Road, Tinsukia, Assam - 786125

Corporate Identity Number : L20211AS1990PLC003484

GREENPLY INDUSTRIES LIMITED

CIN: L20211AS1990PLC003484

Registered Office: Makum Road, P.O. Tinsukia, Assam-786125

Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor, Kolkata - 700 027

Phone: (033) 3051-5000, Fax: (033) 3051-5010, Email: kolkata@greenply.com, Website: www.greenply.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, Clause 35B of the Equity Listing Agreement with stock exchanges, that the resolutions appended below are proposed to be passed by way of Postal Ballot/E-voting. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot or E-voting (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi [bearing COP No.: 3090], Practicing Company Secretary, Proprietor of M/s. DKS & Co. [bearing Unique Code: S1990WB007300] of 173, M. G. Road, 1st Floor, Kolkata – 700 007 as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said form duly completed in all respect in the attached self-addressed prepaid postage envelope, if posted in India. The duly completed Postal Ballot Form(s) should reach the Scrutinizer at 173, Mahatma Gandhi Road, 1st Floor, Kolkata - 700 007, not later than the close of business hours i.e. 6:00 p.m. on Wednesday, the 9th December, 2015. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received. E-Voting facility is also provided to all eligible Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this Notice. The e-voting module shall be disabled after the close of the business hours i.e. 6:00 p.m. on Wednesday, the 9th December, 2015. Kindly note that while exercising their vote, Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting.

The Scrutinizer will submit his report to the Chairman or in his absence to Managing Director of the Company after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot (including e-voting) will be declared on Monday, the 14th December, 2015 at the Corporate office of the Company at "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor, Kolkata - 700 027 at 11:30 a.m. and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office and communicated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") where the equity shares of the Company are listed. The results of the Postal Ballot (including e-voting) will also be displayed on the Company's website: www.greenply.com and be published in the newspapers (Business Standard all editions, Assam Tribune and Dainik Janambhoomi) on 15th December, 2015. The date of declaration of the results of the Postal Ballot (including e-voting) shall be the date on which the Resolution(s) would be deemed to have passed, if approved by the members with requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution(s):

SPECIAL BUSINESS:

Item No 1: Sub-Division of Equity Shares from the Face Value of Rs.5/- to Face Value of Re.1/- per share:

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 61(1)(d), 64 and all 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 the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs.5/- each in the Authorized Share Capital of the Company be sub-divided into 5 (Five) Equity Shares having a face value of Re.1/- each.

RESOLVED FURTHER THAT on sub-division, 5 (Five) equity shares of face value of Re.1/- each be allotted in lieu of the existing 1 (one) equity share of face value of Rs.5/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall be entitled to participate in full dividends to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.5/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

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 the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

Item No.2: Alteration of the Capital Clause in the Memorandum of Association:

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 13 and 61 and all 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), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

The Authorized Share Capital of the Company shall be Rs.21,00,00,000/- (Rupees Twenty One Crores only) divided into 16,00,00,000 (Sixteen Crores) equity shares of Re.1/- (Rupee One) each and 50,00,000 (Fifty Lakhs) Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attached thereto as are provided by the regulation of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital of the Company for the time being in accordance with the provisions of the Act and the regulations of the Company and to vary, modify or abrogate in such manner as may for time being be provided by the regulation of the Company.

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 the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

Item No.3: Re-appointment of Mr. Rajesh Mittal as a Managing Director of the Company:

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 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 clauses of the Articles of Association of the Company and recommendation and/or approval of Nomination and Remuneration Committee and Audit Committee and pursuant to the notice received by the Company in writing under Section 160 of the Companies Act, 2013 from a member, Mr. Rajesh Mittal [DIN: 00240900] be and is hereby re-appointed as Managing Director of the Company for a further period of five years with effect from January 1, 2016, not liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: Rs.15,60,000/- 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.2,00,000/- 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 appointment of Mr. Rajesh 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. Rajesh Mittal for attending meeting of the Board of Directors or any committee thereof. His office shall not be liable to determination by retirement of directors by rotation.
- 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 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: Pantnagar
Date: October 28, 2015

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

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

**Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal**

Notes:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the proposed resolutions are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed, Mr. Dilip Kumar Sarawagi [bearing COP No.: 3090], Practicing Company Secretary, Proprietor of M/s. DKS & Co. [bearing Unique Code: S1990WB007300] of 173, M. G. Road, 1st Floor, Kolkata – 700 007 as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. After completion of scrutiny, the Scrutinizer will submit the Report to the Chairman or in his absence to the Managing Director of the Company. The Chairman or in his absence Managing Director will announce the results of Voting by Postal Ballot (including e-voting) on 14th December, 2015 and the resolutions will be taken as passed effectively on the date of announcement of the results. The result of the postal ballot (including e-voting) would be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office and communicated to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) where the equity shares of the Company are listed. The results of the Postal Ballot (including e-voting) will also be displayed on the Company’s website: www.greenply.com and be published in newspapers (Business Standard all editions, Assam Tribune and Dainik Janambhoomi) on 15th December, 2015. The date of declaration of the result shall be deemed to be the date of passing of the said resolution(s).
3. The notice 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, inter alia, indicating the process and manner of e-voting is being sent to all members of the Company by Registered Post/ Courier, whose names appear in the Register of Members/list of Beneficial Owners as on the close of business hours on 6th November, 2015 i.e. “the cut-off date”.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder and the Equity Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the eligible Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-voting is optional. Shareholders are requested to read carefully the instructions given below before casting their vote electronically. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting Period whichever is earlier.
5. The Postal Ballot Form and self-addressed pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The shareholders are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours i.e. 6:00 p.m. on Wednesday, 9th December, 2015, failing which it shall be strictly treated as if no reply has been received from such shareholder.
6. Only a shareholder who is entitled to vote is entitled to exercise his/her/its vote through Postal Ballot or e-voting. The date of completion of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date mentioned in point 3 above should treat the same as intimation only.
7. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means may contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company at “Madgul Lounge”, 23 Chetla Central Road, 5th & 6th Floor, Kolkata – 700 027, Phone: (033) 3051 5000; Email: investors@greenply.com.
8. A member may request for a duplicate Postal Ballot Form, if required, to Company’s Registrar and Share Transfer Agent viz., M/s. S. K. Infosolutions Pvt. Ltd. of 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata - 700 006. Request can be sent through an e-mail to skcdilip@gmail.com/contact@skcinfo.com by mentioning his

Folio/DP Id and Client Id No. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than the date specified in point 5 above.

9. Kindly note that a Shareholder can opt any one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. However, in case shareholder(s) cast their vote both by Physical Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the votes cast through E-voting/Postal Ballot shall be final.
10. Relevant documents pertaining to the Resolutions above will be available for inspection at the registered office of the Company on any working day between 11:00 a.m. to 1:00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.
11. Copy of the postal ballot notice will be available on the website of the Company at www.greenply.com till the last date for receipt of the postal ballots from the members.

12. Voting through electronic means:

- i. The voting period begins on 10th November, 2015 at 9:00 a.m. and ends on 9th December, 2015 at 6:00 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 i.e. 6th November, 2015, may cast their vote electronically. The e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" Tab.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form:
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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).</p>

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company name i.e. GREENPLY INDUSTRIES LIMITED.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If 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.
- xviii. 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 should be mailed 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 Scrutinizers to verify the same.
- xix. 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”, 23 Chetla Central Road, 5th & 6th Floor, Kolkata – 700 027, Phone: (033) 3051 5000; Email: investors@greenply.com regarding the grievances connected with voting by electronic means.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item Nos. 1 & 2

The members may be aware that the operations of the Company have grown significantly during the years, which has generated considerable interest in the Company's Equity Shares in the Market. This coupled with the general positive economic environment, the market price of the Company's shares have also increased significantly. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 28th October, 2015, considered it desirable to recommend sub-division of its Equity Shares of Rs.5/- each into 5 (Five) Equity Shares of Re.1/- each, subject to approval of the shareholders and such other authorities as may be necessary. The proposed split of the Face Value of the Equity Shares of the Company of Rs.5/- each into denomination of Re.1/- each fully paid up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company.

The Board recommends the resolution set out in Item No. 1 as a Special Resolution and Item No. 2 as an Ordinary Resolution of the accompanying notice for the approval of the members of the Company.

None of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution(s) except to the extent of their shareholding in the Company, if any.

Item No. 3

The tenure of Mr. Rajesh Mittal as a Managing Director of the Company is going to expire on 31st December, 2015.

The Board of directors at their meeting held on 28th October, 2015, subject to approval of members of the Company, has accorded its approval to re-appoint Mr. Rajesh Mittal [DIN: 00240900] as Managing Director of the Company for a further period of five years with effect from January 1, 2016, on the terms and conditions including remuneration as mentioned above. The same was recommended by the Nomination and Remuneration Committee at its meeting held earlier that day to the Board for its approval. The Company has also received a notice under Section 160 of the Companies Act, 2013 along with requisite amount from a member proposing his re-appointment as the Managing Directors of the Company.

Mr. Rajesh 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 amended terms of reference duly approved by the Board 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 28th October, 2015 discussed and approved the same agenda for the approval of the Board.

Considering operations of the Company and increased involvement of Mr. Rajesh Mittal for the overall growth of the Company, especially in respect of setting-up of new manufacturing units, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives, the above proposal to re-appoint Mr. Rajesh Mittal [DIN: 00240900] as Managing Director of the Company for a further period of five years, is in the interest of the Company and the Board of Directors recommend the Resolution in Item No. 3 of the Notice for approval by the Members by way of an ordinary resolution.

Pursuant to Clause 49 of the Equity Listing Agreement and SS-2, the details of Mr. Rajesh Mittal seeking re-appointment as a Managing Director are provided below:

Name of Executive Director(s)	Mr. Rajesh Mittal, Managing Director (DIN: 00240900)
Age	53 yrs. (Date of Birth: 10 November, 1962)
Date of first Appointment	28.11.1990

Expertise in specific functional areas	Mr. Rajesh Mittal has been associated with the Company since inception and possesses over 31 years of experience in the fields of finance, administration and marketing. He has been the driving force in implementing various strategic operational and marketing policies.
Qualification	B.Com.
Terms and conditions of re-appointment	Re-appointment for five years w.e.f. January 1, 2016.
Proposed Remuneration	Provided in the resolution of Item No. 3 of this notice.
Remuneration-FY 2014-15	Salary: Rs. 1,44,00,000/- Commission: Rs. 2,08,18,000/- Provident Fund: Rs. 17,28,000/- Perquisites and other allowances: Rs. 20,58,000/-
List of outside directorship held excluding alternate directorship	<ol style="list-style-type: none"> 1. RS Homcon Limited 2. Dholka Plywood Industries Pvt. Ltd. 3. Awadh Maintenance Pvt. Ltd. 4. S. M. Management Pvt. Ltd. 5. Brijbhumi Tradevin Pvt. Ltd. 6. Mastermind Shoppers Pvt. Ltd. 7. R. M. Safeinvest Pvt. Ltd. 8. Greenply Industries (Myanmar) Pvt. Ltd., Incorporated in Myanmar 9. Greenply Trading Pte. Ltd., Incorporated in Singapore 10. Greenply Alkema (Singapore) Pte. Ltd., incorporated in Singapore
Chairman/Member of the Committee of the Board of Directors of the Company	<u>Chairman:</u> Nil <u>Member:</u> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of Equity Shares held in the Company.	683180
Number of Board Meetings attended during Financial year 2014-15	4
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Shiv Prakash Mittal (Brother)

Save and except Mr. Rajesh Mittal and his relative Mr. Shiv Prakash Mittal, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Place: Panthagar
Date: October 28, 2015

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

**Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal**

GREENPLY INDUSTRIES LIMITED

CIN: L20211AS1990PLC003484

Registered Office: Makum Road, P.O. Tinsukia, Assam-786125

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

POSTAL BALLOT FORM

(Please read carefully the instructions before completing the Form)

SERIAL NO:

1.	Name(s) of shareholder (s) (including Joint holders, if any)	
2.	Registered Address of the Sole/ First named shareholder	
3.	Registered Folio Number / DP ID No. /Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the Special Resolution/Ordinary Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 28th October, 2015 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate column below:

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Column (1) for the number of shares being voted, ii) Tick (✓) in Column (2) for voting (FOR) and/or Tick (✓) in Column (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Item no.	Resolution	Number of shares (1)	I/We assent to the resolution (2)	I/We dissent to the resolution (3)
1.	Special resolution under section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder, for the Sub-Division of the Equity Shares of the company from the Face value of Rs.5/- to Face value of Re.1/- per share.			
2.	Ordinary Resolution under Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder, for the Alteration of Capital Clause of the Memorandum of Association of the Company.			
3.	Ordinary Resolution under 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, for Re-appointment of Mr. Rajesh Mittal as a Managing Director of the Company.			

Place:

Date:

Signature of the Shareholder/ Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	Sequence Number
151102005	

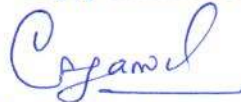
INSTRUCTIONS TO POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form in the attached self-addressed prepaid postage envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address for sending Postal Ballot Form to the Scrutinizer appointed by the Board of Directors of the Company.
3. The vote should be cast either in favour or against by putting the ✓ mark in the column provided for assent or dissent. Postal Ballot Form(s) bearing ✓ in both the columns will render the form(s) invalid. Scrutinizer's decision on the validity of the Postal Ballot shall be final.
4. The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Share Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
5. In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing a person to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. The voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 6th November, 2015 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
7. An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
8. No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No. 5 above) should be sent in the self-addressed prepaid postage envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
9. There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
10. A member neither needs to use all his/her/its votes nor needs to cast all his/her/its votes on the Resolution.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. For any query connected with the Resolutions proposed to be passed by means of Postal Ballot including voting by electronic means, contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor, Kolkata - 700 027, Phone: (033) 3051 5000; Email: investors@greenply.com
13. The items of business covered by this postal ballot will not be transacted at any General Meeting.
14. The voting period ends on the close of working hours at 6:00 p.m. on 9th December, 2015. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution and will be strictly treated as if reply from such member has not been received.
15. If two or more postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
16. Members have an option to vote either through Postal Ballot Form or through e-voting. If a member has opted for e-voting then he/she/it shouldn't vote through Postal Ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and E-voting, then the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

CALENDAR OF EVENTS

Sl. No.	Particulars	Date
1.	Date on which consent is given by the Scrutinizer to act as Scrutinizer for Postal Ballot.	26.10.2015
2.	Date of Board Resolution authorizing the Company Secretary and/or the Managing Director to be responsible for the entire process of postal ballot. Board Resolution to also approve appointment of Scrutinizer, postal ballot notice and form, calendar of events.	28.10.2015
3.	Intimation to stock exchange(s) about conduct of postal ballot.	28.10.2015
4.	Copy of Board Resolution along with the Calendar of Events to be filed with the Registrar of Companies by filing e-form GNL 2.	03.11.2015
5.	Date of commencement of dispatch of Postal Ballot Notice along with Postal Ballot form and Postage pre-paid self-addressed envelope.	09.11.2015
6.	Date of completion of dispatch of Postal Ballot Notice along with Postal Ballot form and pre-paid postage self-addressed envelope.	09.11.2015
7.	Placing of the Postal Ballot Notice on the Website of the Company.	09.11.2015
8.	Advertisement in newspapers containing all particulars as required under Rule 22 of Companies (Management & Administration) Rules, 2014.	10.11.2015
9.	E- voting will be started.	10.11.2015
10.	Last date of receiving of Postal Ballot Forms by the Scrutinizer and for voting by electronic means.	09.12.2015
11.	Submission of Scrutinizer's report to the Chairman or in his absence to any other director as required in rule no. 22(9) of Companies (Management & Administration) Rules, 2014 read with Companies Act, 2013.	12.12.2015
12.	Declaration of Result of Postal Ballot and intimation to Stock Exchanges and display on the website of the Company.	14.12.2015
13.	Date for signing of Minutes for Resolution.	15.12.2015
14.	Publication of result of Postal Ballot in newspapers.	15.12.2015
15.	Date of returning the ballot papers, register required to be maintained by the Scrutinizer, as required in rule no. 22(10) of Companies (Management & Administration) Rules, 2014 read with Companies Act, 2013 and other related papers to the Chairman or in his absence to any Director by the Scrutinizer.	16.12.2015
16.	Last date of filing the Resolution approved through Postal Ballot alongwith necessary attachments with ROC in MGT 14.	13.01.2016

For Greenply Industries Ltd.


Kaushal Kr. Agarwal
 Company Secretary &
 Vice President - Legal

Greenply Industries Limited

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Registered Office : Makum Road, Tinsukia, Assam - 786125

Corporate Identity Number : L20211AS1990PLC003484