



Notice

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 25th Annual General Meeting (AGM) of the members of Greenply Industries Limited will be held as scheduled below:

Day	Tuesday
Date	August 25, 2015
Time	10:00 A.M.
Place	"ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125

AGENDA for the meeting will be as under:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
 - b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2015.
3. To appoint a director in place of Mr. Moina Yometh Konyak (DIN: 00669351), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s),

the following resolution as an **Ordinary Resolution**:

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

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

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

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

6. 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 197 read with Part I and Section I of Part II of Schedule V and

other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Shiv Prakash Mittal [DIN: 00237242], Executive Chairman of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

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

Other Terms and Conditions:

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

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

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

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

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-

Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

7. 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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Rajesh Mittal [DIN: 00240900], Managing Director of

the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

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

Other Terms and Conditions:

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

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

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

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

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby

authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

8. 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 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Shobhan Mittal [DIN: 00347517], Joint Managing Director & CEO of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

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

Other Terms and Conditions:

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

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

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

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

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

9. 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 197 (1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, applicable clauses of the Equity Listing Agreement and recommendations of the Nomination and Remuneration Committee and Audit Committee, consent of the members of the Company be and is hereby accorded to increase the payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of ₹ 7,50,000/-(exclusive of applicable service taxes) per non-executive director to ₹ 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15 subject that the total annual commission along with the applicable service tax thereon, if any, to all the non-executive directors shall not exceed 1% of the net profit of the Company during any financial year.

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

10. 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 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company's Registrar and Share Transfer Agent, viz., M/s. S. K. Infosolutions Pvt. Ltd., at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company."

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

11. 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 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement (including any statutory amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to Mr. Shobhan Mittal [DIN:00347517], Joint Managing Director and CEO of the Company to draw remuneration of SGD 15000 (Singapore Dollar Fifteen Thousand only) per month or such remuneration as may be decided by the Board of Directors from time to time which shall not in any case exceed SGD 20000 (Singapore Dollar Twenty Thousand only) per month, from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, being office or place of profit within the

meaning of Section 188 of the Companies Act, 2013, with effect from the date of shareholders' approval.

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

By order of the Board
For Greenply Industries Limited

K. K. Agarwal
Company Secretary &
Vice President-Legal

Place: Kolkata
Date: May 25, 2015

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

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses 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 Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 10, 2015 to Tuesday, July 14, 2015 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting and the dividend if declared will be credited / dispatched between August 29, 2015 and September 2, 2015 to those members whose name shall appear on the Register of Members of the Company on July 9, 2015. In respect of shares held in electronic form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.
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 de-mat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrars 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) 3051 5000; Email: investors@greenply.com)
12. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 5th & 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. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the final dividend for the year ended March 31, 2007 and earlier years and also the interim dividend paid during the financial year ended March 31, 2008 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 established by the Central

Government. No claim shall lie against the Investor Education and Protection Fund or the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.

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.

15. The final dividend for the financial year ended March 31, 2008 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, 1956 or the Companies Act, 2013. Please be informed that the due month for transferring the unclaimed final dividend for the financial year ended March 31, 2008 to Investor Education and Protection Fund is September, 2015. Shareholders, who have not yet encashed their final dividend warrants for the financial year ended March 31, 2008 or any subsequent financial years are requested to make their claim to the Company's Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 22, 2014 (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. 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.
17. 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.
18. 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
19. 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.
20. 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/Registrars and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd.
21. 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.
22. 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 and Proxy Form 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 and Proxy Form is being sent to all the members of the Company.
23. 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 applicable provisions of the equity listing agreements with Stock Exchanges, the Company has engaged the services of CDSL to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. 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.
24. 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.
 25. 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 25th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.greenply.com
 26. 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 e-voting process in a fair and transparent manner.
 27. 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.
 28. The Results of 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.
 29. The instructions for shareholders voting electronically (remote e-voting) are as under:
 - (i) The voting period begins at 10:00 a.m. on August 21, 2015 and ends at 5:00 p.m. on August 24, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 18, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (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) <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.■ 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 (v)

- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed 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) 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 scrutinizer to verify the same.

(xx) 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. 18th August, 2015 may follow the same instructions as mentioned above for e-Voting

(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 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-700027, Phone:(033)30515000; Email:investors@greenply.com regarding the grievances connected with voting by electronic means.

30. In terms of Section 152 of the Companies Act, 2013, Mr. Moina Yometh Konyak (DIN: 00669351), Director, retire by rotation at the Meeting and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement, the details of Mr. Moina Yometh Konyak seeking re-appointment at the ensuing Annual General Meeting are provided below and also in the Corporate Governance Report:

Age	58 Years (Date of Birth: August 02, 1957)
Date of first Appointment	April 16, 1996
Expertise in specific functional areas	Mr. Moina Yometh Konyak was associated with his family business of trading in timber prior to joining our Company. He has more than twenty one years of experience in the timber business.
Qualification	B.Com.
Terms and conditions of re-appointment	Non-executive-Non-Independent Director- liable to retiring by Rotation
Remuneration	Annual commission ₹ 10,00,000/- (exclusive of applicable service taxes) with effect from financial year 2014-15, if approved by shareholders at forthcoming Annual General Meeting and Sitting fee ₹15,000/-(exclusive of applicable service taxes) During financial year 2013-14 Annual Commission was ₹ 7,50,000/- (exclusive of applicable service taxes)
List of outside directorship held excluding alternate directorship	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Chairman: Nil Member: Nil
Number of Equity Shares held in the Company.	Nil
Number of Board Meetings attended during Financial year 2014-15	1 (One)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None