

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **GREENPLY INDUSTRIES LTD.**
2. BSE Security Code: **526797** & NSE Symbol - **GREENPLY**
3. Quarter ending: **31.12.2015**

| I. Composition of Board of Directors | | | | | | | | |
|---|----------------------|----------------------------------|---|--|---|--|---|--|
| Title (Mr/ Ms) | Name of the Director | PAN ⁵ & DIN | Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) ⁶ | Date of Appointment in the current term/ cessation | Tenure* | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Relationship Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| MR. | SHIV PRAKASH MITTAL | DIN: 00237242 PAN: AEAPM0196F | CHAIRMAN-EXECUTIVE DIRECTOR | 01-02-2012 / 31-01-2017 | N.A. | 2 | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: 1 |
| MR. | RAJESH MITTAL | DIN: 00240900 PAN: AEAPM5903N | EXECUTIVE DIRECTOR | 01-01-2011 / 31-12-2015 | N.A. | 1 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: 1 | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |
| MR. | SHOBHAN MITTAL | DIN: 00347517 PAN: AGTPM0891N | EXECUTIVE DIRECTOR | 01-09-2011 / 31-08-2016 | N.A. | 1 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: 1 | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |
| MR. | MOINA YOMETH KONYAK | DIN: 00669351 PAN: AROPK5458P | NON-EXECUTIVE DIRECTOR | 22-08-2014 / N.A. | N.A. | 1 | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |
| MR. | SUSIL KUMAR PAL | DIN: 00268527 PAN: AEHPP8238E | INDEPENDENT DIRECTOR | 22-08-2014 / (TILL 29 TH AGM IN 2019) | 10 YRS. APPROX. (BASED ON ORIGINAL DATE OF APPOINTMENT i.e. 06-12-2005) | 3 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: 2 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |
| MR. | VINOD KUMAR KOTHARI | DIN: 00050850 PAN: AFMPK8774Q | INDEPENDENT DIRECTOR | 22-08-2014 / (TILL 29 TH AGM IN 2019) | 9 YRS. APPROX. (BASED ON ORIGINAL DATE OF APPOINTMENT i.e. 06-12-2005) | 2 | AUDIT COMMITTEE: 2 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |

| | | | | | | | | |
|-----|-----------------------|----------------------------------|----------------------|---|--|---|--|--|
| | | | | | 31-05-2006 | | | |
| MR. | ANUPAM KUMAR MUKERJI | DIN: 00396878 PAN: AEEPM0160P | INDEPENDENT DIRECTOR | 22-08-2014 / (TILL 29 TH AGM IN 2019) | 9 YRS. APPROX. (BASED ON ORIGINAL DATE OF APPOINTMENT i.e. 08-08-2006) | 1 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: 1 |
| MR. | UPENDRA NATH CHALLU | DIN: 05214065 PAN: AAGPC3981N | INDEPENDENT DIRECTOR | 22-08-2014 / 00-00-2019 (TILL 29 TH AGM IN 2019) | 3 YRS. APPROX. (BASED ON ORIGINAL DATE OF APPOINTMENT i.e. 31-08-2012) | 2 | AUDIT COMMITTEE: 2 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |
| MS. | SONALI BHAGWATI DALAL | DIN: 01105028 PAN: AAFPD5551N | INDEPENDENT DIRECTOR | 22-08-2014 / (TILL 29 TH AGM IN 2019) | 9 YRS. APPROX. (BASED ON ORIGINAL DATE OF APPOINTMENT i.e. 22-01-2007) | 2 | AUDIT COMMITTEE: 1 STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL | AUDIT COMMITTEE: NIL STAKEHOLDERS RELATIONSHIP COMMITTEE: NIL |

§ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) § |
|---|---------------------------|--|
| 1. Audit Committee | MR. SUSIL KUMAR PAL | CHAIRMAN- INDEPENDENT |
| | MR. RAJESH MITTAL | EXECUTIVE |
| | MR. SHOBHAN MITTAL | EXECUTIVE |
| | MR. VINOD KUMAR KOTHARI | INDEPENDENT |
| | MR. ANUPAM KUMAR MUKERJI | INDEPENDENT |
| | MR. UPENDRA NATH CHALLU | INDEPENDENT |
| 2. Nomination & Remuneration Committee | MR. SUSIL KUMAR PAL | CHAIRMAN- INDEPENDENT |
| | MR. ANUPAM KUMAR MUKERJI | INDEPENDENT |
| | MR. VINOD KUMAR KOTHARI | INDEPENDENT |
| | MR. SHIV PRAKASH MITTAL | EXECUTIVE |
| 3. Risk Management Committee(if applicable) | N.A. | N.A. |
| 4. Stakeholders Relationship Committee | MR. ANUPAM KUMAR MUKERJI | CHAIRMAN-INDEPENDENT |
| | MR. SUSIL KUMAR PAL | INDEPENDENT |
| | MR. RAJESH MITTAL | EXECUTIVE |
| | MR. SHOBHAN MITTAL | EXECUTIVE |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 15.07.2015 | 28.10.2015 | 105 DAYS |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| AUDIT COMMITTEE: | | | |

| | | | |
|--------------------------------------|---|------------|----------|
| 28.10.2015 | YES – 4 MEMBERS (INCLUDING 3 INDEPENDENT DIRECTORS) WERE PRESENT OUT OF TOTAL 6 MEMEBERS | 15.07.2015 | 105 DAYS |
| STAKEHOLDERS RELATIONSHIP COMMITTEE: | | | |
| 28.10.2015 | YES – 3 MEMBERS (INCLUDING 2 INDEPENDENT DIRECTORS) WERE PRESENT OUT OF TOTAL 4 MEMEBERS | 15.07.2015 | 105 DAYS |
| 22.12.2015 | YES – 2 MEMBERS (INCLUDING 1 INDEPENDENT DIRECTOR) WERE PRESENT OUT OF TOTAL 4 MEMEBERS | - | |
| NOMINATION & REMUNERATION COMMITTEE: | | | |
| 28.10.2015 | YES – 3 MEMBERS (INCLUDING 2 INDEPENDENT DIRECTORS) WERE PRESENT OUT OF TOTAL 4 MEMEBERS | 24.08.2015 | 65 DAYS |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) refer note below |
|--|--|
| Whether prior approval of audit committee obtained | YES |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES |

Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - ~~Risk management committee (applicable to the top 100 listed entities)~~
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For GREENPLY INDUSTRIES LIMITED

KAUSHAL KUMAR AGARWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER

Place: Kolkata

Date: 11-01-2016

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.