



## 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 28th Annual General Meeting ('AGM' or 'Meeting') of the Members of Greenply Industries Limited will be held as scheduled below:

Day	: Tuesday
Date	: August 28, 2018
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

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended March 31, 2018.
- To appoint a director in place of Mr. Shobhan Mittal (DIN: 00347517), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. Sanidhya Mittal (DIN: 06579890), who was appointed as an additional director with effect from February 7, 2018 by the Board of Directors of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 (the "Act") and Articles of Association of the Company and recommendation and/or approval of the Nomination and Remuneration Committee and Audit Committee, who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received from a member a notice in writing under Section 160 of the Act proposing his candidature for the office of director of

the Company, be and is hereby appointed as director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps expedient or desirable to give effect to this resolution."

- 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 (the "Act") 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), 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 and pursuant to the notice received by the Company in writing under Section 160 of the Companies Act, 2013 from a member, approval of the members of the Company be and is hereby accorded for appointment of Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company for the period of five years with effect from 7th February, 2018 to 6th February, 2023, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

#### Salary & Perquisites:

- Basic Salary: Rs.3,50,000/- per month.
- Commission: 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.
- House Rent Allowance: Nil
- 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.
- Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Reimbursement of membership fees for a maximum of two clubs.
- Personal accidents and Mediciam Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
- 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.
- 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. Sanidhya Mittal 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 Companies Act, 2013 or any amendment or re-enactment thereof.
- No sitting fees will be paid to Mr. Sanidhya 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. Sanidhya Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.
- The Commission for the financial year 2017-2018 will be on proportionate basis from the date of his appointment.
- 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."

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

**"RESOLVED THAT** in addition to the earlier resolutions passed by the members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time and other applicable provisions, if any, 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 of the Company, approval of the Members of the Company be and is hereby accorded for the payment of annual remuneration (including any fees or compensation payable) to the Executive Directors of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Act:

- (i) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or

- (ii) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits 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 any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018] and other applicable provisions, if any, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527] Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of existing terms of his appointment.

**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."

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018] and other applicable provisions, if any, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878] Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 27.08.1936), till the expiry of existing terms of his appointments.

**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, 2018

By order of the Board  
For Greenply Industries Limited

Registered Office:  
Makum Road  
Tinsukia  
Assam - 786125

**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 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 later 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. Proxies are requested to carry a photo-identification to the venue of the Annual General 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. Pursuant to Section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 13, 2018 to Tuesday, July 17, 2018 (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. The Company is required to use electronic mode of payment facilities for payment of dividend. Accordingly, the payment of dividend will be made by electronic mode directly into the bank account of Members and no physical instrument such as banker's cheque or demand draft will be issued without incorporating bank particulars of the Members.
10. 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 Registrar 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.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address and bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form are requested to advise any change in their address and bank mandates and submit bank details along with an original cancelled cheque 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 to enable us to update our records. Cancelled cheque shall bear the name of the shareholder, failing which shareholder shall submit copy of bank passbook/ statement attested by the respective bank.

13. 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.
14. 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.
15. 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.
16. The dividend declared for the financial year ended March 31, 2010 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.
17. The final dividend for the financial year ended March 31, 2011 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, 2011 to Investor Education and Protection Fund is September, 2018. Shareholders, who have not yet encashed their final dividend for the financial year ended March 31, 2011 or any subsequent financial years are requested to make their claim to the Company's Registrar and Share Transfer Agents immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 21, 2017 (date of last Annual General Meeting) on the website of the Company ([www.greenply.com](http://www.greenply.com)), and also on the website of the Ministry of Corporate Affairs.
18. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly 30,185 equity shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in November, 2017. Details of these shares are available in the Company's website and can be viewed at [www.greenply.com](http://www.greenply.com).
- Furthermore, notice will be published in newspapers and individual intimations will also be sent to the concerned shareholders as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.
19. 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](http://www.iepf.gov.in).
20. 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.
21. 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 Agents for consolidation into single folio.
22. 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.
23. 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](http://www.greenply.com) under the Investors' Section.
24. **Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, SEBI has mandated that, with effect from 5th December 2018, shareholders holding share in physical mode shall not be able to transfer their shares unless such shares are converted into dematerialised form. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible. The amendment does not impact the shareholders requests for transmission or transposition of securities held in physical mode.**
- The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in)) and Central Depository Services Limited ([www.cdsindia.com](http://www.cdsindia.com)) for further clarification in this regard.
- Shareholders are requested to contact the Company's Registrar & Share Transfer Agents,

**M/s. S. K. Infosolutions Pvt. Ltd. for any queries in regard to the aforesaid, 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.]**

25. 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.
26. 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.
27. 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 2017-18 is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participant(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 2017-18 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 provide physical copy of the Annual Report 2017-18 on specific demand from a Member.
28. 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.
29. 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.
30. 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.
31. 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 Office 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 28th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2018 shall also be available on the Company's website, [www.greenply.com](http://www.greenply.com)
32. 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.
33. 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.
34. 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](http://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.
35. The instructions for shareholders opting remote e-voting are as under:
  - (i) The voting period begins on August 24, 2018 at 10:00 a.m. and ends on August 27, 2018 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 i.e. August 21, 2018, 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](http://www.evotingindia.com).
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>▪ 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.</li> <li>▪ 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>▪ 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).</li> </ul>

- (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 changed 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](http://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](mailto: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.

Tuesday, August 21, 2018 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.

36. In terms of Section 152 of the Companies Act, 2013, Mr. Shobhan Mittal [DIN: 00347517] 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. Shobhan Mittal seeking re-appointment at the ensuing Annual General Meeting are provided below and also in the 'Corporate Governance Report' section of the Annual Report.

Name of Executive Director	Mr. Shobhan Mittal, Joint Managing Director & CEO (DIN 00347517)
Age	38 years (Date of Birth: August 19, 1980)
Date of first Appointment	August 8, 2006
Experience/Expertise in specific functional areas	Mr. Shobhan Mittal possesses over 13 years of experience in business administration and marketing strategy. He was instrumental in setting-up of the MDF Unit of the Company at Pantnagar, Uttarakhand as well as successfully streamlining the operations of the said Unit. Further, under the supervision of Mr. Shobhan Mittal, the Company is setting-up its second MDF Unit in Routhu Suramala, Chittoor, Andhra Pradesh. He has explored new domestic and overseas markets and enhanced brand value through various initiatives.
Qualification	BBA
Terms and conditions of re-appointment	Executive Director - liable to retire by rotation.
Remuneration sought to be paid	Basic Salary: Rs. 5,00,000/- per month. Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit. There is no change in remuneration since his last re-appointment with effect from September 1, 2016.
Remuneration- FY 2017-18	Salary: Rs. 60,00,000/- Commission: Rs. 2,83,80,000/- Provident Fund: Rs. 7,20,000/- Perquisites and other allowances: Rs. 8,01,735/-
List of outside directorship held excluding alternate directorship	Listed Entity(ies): Nil Unlisted Entity(ies): 1. Dholka Plywood Industries Pvt. Ltd. 2. Prime Holdings Pvt. Ltd. 3. Vanashree Properties Pvt. Ltd. 4. Educational Innovations Pvt. Ltd. 5. Nirajan Infrastructure Pvt. Ltd. 6. Showan Investment Pvt. Ltd. 7. Bluesky Projects Private Ltd. 8. Greenpanel Industries Limited 9. Association of Indian Panelboard Manufacturer 10. Greenply Industries (Myanmar) Pvt. Ltd., Incorporated in Myanmar 11. Greenply Trading Pte. Ltd., Incorporated in Singapore 12. Greenply Alkema (Singapore) Pte. Ltd., incorporated in Singapore 13. Trade Combines Pte. Ltd., Singapore, Incorporated in Singapore
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: 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 is a director	Nil
Number of Equity Shares held in the Company.	739000 equity shares of Re.1/- each
Number of Board Meetings attended during Financial year 2017-18	2 (two)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Shiv Prakash Mittal, Executive Chairman (Father)

#### 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. 4 to 8 of the accompanying Notice dated May 29, 2018.

##### Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 7th February, 2018 has appointed Mr. Sanidhya Mittal [DIN: 06579890], as an Additional Director of the Company with effect from 7th February, 2018. Pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sanidhya Mittal holds office as such upto the ensuing 28th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as director of the Company, liable to retire by rotation.

Mr. Sanidhya 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 7th February, 2018 discussed, approved and recommended the same agenda for the approval of the Board of Directors.

Mr. Sanidhya Mittal is not disqualified from being appointed as a director and the Company has received requisite disclosures from Mr. Sanidhya Mittal in terms of Section 164 of the Companies Act, 2013 and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility for such appointment.

Mr. Sanidhya Mittal is actively involved in the business of the Company since 4th November, 2014 and has demonstrated high business acumen in the responsibilities assigned to him from time to time in the area of sales, marketing and factory operations. Further, considering succession planning for top Management and to involve him with overall operations of the Company, the Board recommends the proposal for the appointment of Mr. Sanidhya Mittal [DIN: 06579890] as a Director of the Company. The appointment of Mr. Sanidhya Mittal on the Company's Board as a Director is desirable and would be beneficial to the Company and hence the Board of Directors recommend the resolution set forth in Item No. 4 for approval of the members by

way of an Ordinary Resolution.

Save and except Mr. Sanidhya Mittal and his relative Mr. Rajesh Mittal, 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. 4 of the accompanying Notice.

##### Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 7th February, 2018, subject to approval of Members of the Company, has accorded its approval to appoint Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company for a period of five years with effect from 7th February, 2018 to 6th February, 2023, on the terms and conditions including remuneration as mentioned in the resolution.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his appointment as an Executive Director of the Company.

Mr. Sanidhya 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 7th February, 2018 discussed, approved and recommended the same agenda for the approval of the Board of Directors.

Mr. Sanidhya Mittal is actively involved in the business of the Company since 4th November, 2014 and has demonstrated high business acumen in the responsibilities assigned to him from time to time in the area of sales, marketing and factory operations. Further, considering succession planning for top Management and to involve him with overall operations of the Company, the above proposal to appoint Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company for a period of five years, is in the interest of the Company and the Board of Directors recommends the Resolution in Item No. 5 of the Notice for approval by the Members by way of an Ordinary Resolution.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2), the details of Mr. Sanidhya Mittal [DIN: 06579890] seeking appointment as an Executive Director of the Company at the ensuing Annual General Meeting are provided below and also in the 'Corporate Governance Report' section of the Annual Report.



Name of Executive Director	Mr. Sanidhya Mittal, Executive Director (DIN: 06579890)
Age	25 years (Date of Birth: 3rd July, 1992)
Date of first Appointment	7th February, 2018
Experience/Expertise in specific functional areas	Mr. Sanidhya Mittal has experience of more than 3 years in the area of sales, marketing and factory operations.
Qualification	B.Com.
Terms and conditions of appointment	Appointment for the period of five years with effect from 7th February, 2018 to 6th February, 2023 on the terms and conditions as mentioned in the Resolution of Item No. 5 of this notice.
Remuneration sought to be paid	Provided in the Resolution of Item No. 5 of this notice.
Remuneration as an Executive Director - FY 2017-18	Salary: Rs. 6,25,000/- Commission: Rs. 41,62,000/- Provident Fund: Rs. 75,000/-
List of outside directorship held excluding alternate directorship	Listed Entity(ies): Nil Unlisted Entity(ies): Brijbhumi Merchants Pvt. Ltd. Mastermind Shoppers Pvt. Ltd. RS Homcon Limited
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 is a director	Chairman: Nil Member: Nil
Number of Equity Shares held in the Company	90,000 equity shares of Re.1/- each
Number of Board Meetings attended during Financial year 2017-18	2 (two)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Rajesh Mittal, Managing Director (Father)

Save and except Mr. Sanidhya Mittal and his relative Mr. Rajesh 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. 5 of the accompanying Notice.

### Item No. 6

SEBI has recently come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). The New Regulations shall be effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by inter alia inserting a new clause under sub- regulation (6) thereunder and the same shall be applicable with effect from 1st April, 2019. Pursuant to the aforesaid amendment, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the Members of the Company by way of a special resolution.

The remuneration of the Executive Directors of the Company was approved/ revised, from time to time, by the Members of the Company in terms of the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof within the limits prescribed under the said provisions. However, since the limits fixed by the Members vide their resolutions are in excess of the limits prescribed under the new Regulation. In view of the amended provisions of the Listing Regulations, such remuneration shall require to be approved by the Shareholders through a special resolution.

Accordingly, Members of the Company are requested to approve the limits set out above for payment to the executive directors in the Promoters or Members of the promoter group category namely Mr. Shiv Prakash Mittal, Mr. Rajesh Mittal, Mr. Shobhan Mittal and Mr. Sanidhya Mittal.

The Board of Directors recommends the resolution set forth in Item No. 6 for approval of the Members as a Special Resolution.

Save and except Mr. Shiv Prakash Mittal [DIN: 00237242], Mr. Rajesh Mittal [DIN: 00240900], Mr. Shobhan Mittal [DIN: 00347517] and Mr. Sanidhya Mittal [DIN: 06579890] and their relatives none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 6 of the accompanying Notice.

### Item No. 7 & 8

The Members of the Company are informed that SEBI has recently come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). The New Regulations shall be effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by insertion of a new sub- regulation (1A) thereunder and the same shall be applicable with effect from 1st April, 2019. In terms of the said new sub- regulation, a person shall not be eligible to get appointed as a non-executive director or in case of an existing non- executive director, shall not be eligible to continue such directorship, if he/ she has attained the age of seventy five years unless the approval of the shareholders of the company is obtained by way of a special resolution. The said regulation is reproduced for ready reference of the Members:

“(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Though, the aforesaid provision shall be applicable to the Company from 1st April, 2019, however, considering the implication of such amendment, the same shall result in the immediate vacation of such directors as the restriction is not imposed only on the appointment but on the continuation of the existing tenure too. In view of the above, the Company is required to take approval from the shareholders by way of a special resolution beforehand so that the existing non-executive directors attaining such age can complete their existing term as approved by the shareholders earlier.

The members are further apprised that Mr. Susil Kumar Pal [DIN: 00268527] and Mr. Anupam Kumar Mukerji [DIN: 00396878] were appointed as Non-Executive Independent Directors by the Company in its Annual

General Meeting held on 22nd August, 2014 for a period of five years from the said date till the Annual General Meeting to be held in 2019. Since Mr. Pal and Mr. Mukerji, both have already attained the specified age limit of 75 years, continuation of their directorship shall require approval of shareholders by way of special resolutions. Keeping in view that both the aforesaid directors possess requisite qualifications and also carry rich and varied experience in the industry in which the Company operates and that their continued association with the Company would be of immense benefit to the Company, it is desirable to continue to avail their services as Independent Directors.

The Board recommends the resolutions set forth in Item Nos. 7 & 8 for approval of the members as Special Resolutions.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 7 and 8 of the accompanying Notice except Mr. Susil Kumar Pal [DIN: 00268527] and Mr. Anupam Kumar Mukerji [DIN: 00396878].

Place: Kolkata  
Date: May 29, 2018

Registered Office:  
Makum Road  
Tinsukia  
Assam - 786125

By order of the Board  
For Greenply Industries Limited


**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](mailto:kolkata@greenply.com), Website: [www.greenply.com](http://www.greenply.com)  
CIN: L20211AS1990PLC003484

### Road Map of Venue of 28th Annual General Meeting



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





**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

**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



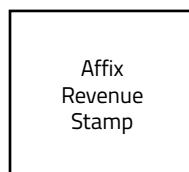
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Tuesday, 28th August, 2018 at 09:15 a.m. at Makum Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated 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, 2018 including the Audited Balance Sheet as at March 31, 2018 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, 2018 including the Audited Balance Sheet as at March 31, 2018 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, 2018.
3	To appoint a director in place of Mr. Shobhan Mittal (DIN: 00347517), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4	To appoint Mr. Sanidhya Mittal (DIN: 06579890), who was appointed as an additional director with effect from February 7, 2018 by the Board of Directors of the Company, as director of the Company, liable to retire by rotation.
5	To approve the appointment of Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company for the period of five years with effect from 7th February, 2018 to 6th February, 2023.
6	To approve payment of annual remuneration (including any fees or compensation payable) to the Executive Directors of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013: (i) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or (ii) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.
7	To approve continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of existing terms of his appointment.
8	To approve continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 27.08.1936), till the expiry of existing terms of his appointments.

Signed this ..... day of ..... 2018 .

Signature of Shareholder: .....

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



**Note:**

- 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, 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

**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 28th Annual General Meeting of the Company being held on Tuesday, the 28th August, 2018 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
180724047	

**Note:**

Please read the note no. 27, 28 and 35 to the Notice of the 28th Annual General Meeting dated 29th May, 2018, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on August 24, 2018 and ends at 5:00 p.m. on August 27, 2018.

