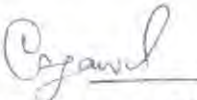


Quarterly Compliance Report on Corporate Governance

Name of the Company: GREENPLY INDUSTRIES LTD.  
 Quarter ending on: 30.09.2013

Particulars	Clause of Listing agreement	Compliance Status Yes / No	Remarks
<b>I. Board of Directors</b>	49 (I)	-	
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures.	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct.	49 (ID)	Yes	
<b>II Audit Committee</b>	49 (II)	-	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III Subsidiary Companies</b>	49 (III)	Yes	
<b>IV Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues Preferential Issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors.	49 (IV E)	Yes	For the year 2012-13, complied with in the Annual Report 2012-13 and for the year 2013-14, will be complied in the Annual Report 2013-14.
(F) Management	49 (IV F)	Yes	For the year 2012-13, complied with in the Annual Report 2012-13 and for the year 2013-14, will be complied in the Annual Report 2013-14.
(G) Shareholders	49 (IV G)	Yes	Complied with in the Annual Report 2012-13 and complying accordingly.
<b>V CEO/CFO Certification</b>	49 (V)	Yes	Complied with at the Board Meeting held on 29.05.2013 at which the Audited Financial Statements of the Company for the year 2012-13 were considered and approved.
<b>VI Report on Corporate Governance</b>	49 (VI)	Yes	For the year 2012-13, complied with in the Annual Report 2012-13 and for the year 2013-14, will be complied in the Annual Report 2013-14.
<b>VII. Compliance</b>	49 (VII)	Yes	For the year 2012-13, complied with in the Annual Report 2012-13 and for the year 2013-14, will be complied in the Annual Report 2013-14.

For GREENPLY INDUSTRIES LIMITED

  
 KAUSHAL KUMAR AGARWAL  
 COMPANY SECRETARY &  
 COMPLIANCE OFFICER



Dated: 7<sup>th</sup> October, 2013

Certified to be true copy

For Greenply Industries Ltd.

  
 Kaushal Kr. Agarwal  
 Company Secretary &  
 Vice President- Legal