

GREENPLY INDUSTRIES LIMITED

CIN: L20211AS1990PLC003484

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:** investors@greenply.com/kaushal@greenply.com

Website: www.greenply.com

POSTAL BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

SERIAL NO:

1.	Name & Registered address of the Sole/First named Shareholder:	
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. December 31, 2018)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated December 24, 2018 of the Meeting of Equity Shareholders of Greenply Industries Limited convened as per directions of Guwahati Bench of Hon'ble National Company Law Tribunal to be held on Monday, 4th day of February, 2019 at 10.00 a.m. at the registered office of the Company at Makum Road, Tinsukia-786125, Assam by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Composite Scheme of Arrangement under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 between Greenply Industries Limited and Greenpanel Industries Limited and their respective Shareholders and Creditors for demerger of Demerged Undertaking of Greenply Industries Limited into Greenpanel Industries Limited.			

Place:

Date:

Signature of the Shareholder/ Authorised Representative

INSTRUCTIONS TO POSTAL BALLOT

1. Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated December 24, 2018 of the Meeting of Equity Shareholders of Greenply Industries Limited convened as per directions of Guwahati Bench of Hon'ble National Company Law Tribunal, on Monday, February 4, 2019 at 10:00 a.m. at the registered office of the Company at Makum Road, Tinsukia-786125, Assam is being additionally sought through Postal Ballot process/e-voting.
2. A member desiring to exercise vote(s) by postal ballot, may send duly completed form in the enclosed self-addressed postage prepaid envelope which shall be properly sealed with adhesive or adhesive tape. Envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member by using the postage pre-paid envelope will also be accepted.
3. The voting period commences on and from Saturday, January 5, 2019 at 10:00 a.m. and shall end on Sunday, February 3, 2019 at 5:00 p.m. The envelope(s) containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. on Sunday, February 3, 2019. The Postal Ballot Form received after this date and time, will be strictly treated as if reply from the Member has not been received.
4. Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
5. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company /Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every registered folio/Client ID irrespective of the number of joint Member(s). The vote on postal ballot cannot be exercised through proxy.
6. In case of equity shares held by Body Corporates, Companies, Trusts, Societies, Institutions etc., a duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board resolution/Authority letter/Power of Attorney together with the specimen signature(s) of the authorised signatory(ies) duly verified.
7. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form(s) will be rejected.
8. The voting rights of the equity shareholders of the Demerged Company shall be in proportion to their shareholding in the paid up equity share capital of the Demerged Company as on the cut-off date i.e. December 31, 2018.
9. A member may request for duplicate Postal Ballot Form, if required or may download from the Company's website www.greenply.com. However, the duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the date and time specified above.
10. Members are requested not to send any other paper (other than the Board Resolution/Authority Letter/Power of Attorney) along with the Postal Ballot Form as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper would be destroyed by the Scrutinizer.
11. E-VOTING: The Company is pleased to provide E-Voting facility as an alternative for the Members of the Company to enable them to cast their votes electronically instead of Physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he/she does not need to send a physical Postal Ballot Form. In case a Member votes through E-Voting facility as well as sends his/her vote through postal ballot, vote casted through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.
12. Mr. Dilip Kumar Sarawagi, of DKS & Co. (ACS 13020 C.P. NO. 3090), Practicing Company Secretaries of 173, M. G. Road, 1st Floor, Kolkata 700007 has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot Form(s) will be final.
13. For any query connected with the Resolution proposed to be passed, contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata - 700 027, Phone: (033) 3051 5000; Email: kaushal@greenply.com.