



Compliance Report

It is hereby certified that the draft Composite Scheme of Arrangement involving Greenply Industries Limited (Demerged Company) and Greenpanel Industries Limited (Resulting Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("Circular"), including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this Circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report is not applicable as there is no change in the shareholding pattern of the listed Demerged Company and the Resulting Company since the Scheme falls under the illustration provided in Para (I)(A)(4)(d)(i) of the Circular. However, the Demerged Company has submitted the Share Entitlement Report of M/s. S. P. Shaw & Co., Chartered Accountants, Kolkata.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	None of the events under para I(A)(9)(a) and(b) of the Circular are applicable to the Scheme. Relevant Undertaking of the Company duly approved by the Board and certified by the Auditor is submitted. The provision of approval of shareholders through e-voting will be complied with.

For Greenply Industries Limited

(Kaushal Kumar Agarwal)
Company Secretary &
Vice President-Legal

For Greenply Industries Limited

(Rajesh Mittal)
Managing Director
DIN - 00240900

Certified that the transactions / accounting treatment provided in the draft Composite Scheme of Arrangement involving Greenply Industries Limited (Demerged Company) and Greenpanel Industries Limited (Resulting Company) are in compliance with all the Accounting Standards applicable to a listed entity.

For Greenply Industries Limited

(V. Venkatramani)
Chief Financial Officer

Date: 30.07.2018
Place: Kolkata

For Greenply Industries Limited

(Rajesh Mittal)
Managing Director
DIN - 00240900

Greenply Industries Limited

'Madgul Lounge', 5th & 6th Floor, 23 Chetla Central Road, Kolkata-700027, West Bengal, India

T +91 33 30515000 F +91 33 30515010 | Toll Free : 1800-103-4050 Whatsapp : 9007755000

E : sales.ply@greenply.com Web : www.greenplyplywood.com | www.greenply.com | www.askgreenply.com

Registered Office : Makum Road, Tinsukia - 786125, Assam, India | Corporate Identity Number : L20211AS1990PLC003484