

**GREENPLY INDUSTRIES LIMITED**

CIN: L20211AS1990PLC003484

Registered Office: Makum Road, P.O. Tinsukia, Assam-786125

Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th &amp; 6th Floor, Kolkata - 700 027,

Phone: (033) 3051-5000, Fax: (033) 3051-5010, Email: kolkata@greenply.com, Website: www.greenply.com

**POSTAL BALLOT FORM**

(Please read carefully the instructions before completing the Form)

SERIAL NO:

1.	Name(s) of shareholder (s) (including Joint holders, if any):	
2.	Registered Address of the Sole/ First named shareholder:	
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:	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 23rd June, 2016 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

**(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Column (1) for the number of shares being voted, ii) Tick (✓) in Column (2) for voting (FOR) and/or Tick (✓) in Column (3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)**

Item No.	Resolution	Number of shares (1)	I/We assent to the resolution (2)	I/We dissent to the resolution (3)
1.	Issuance of Equity Shares including Convertible Bonds/Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts and/ or any other modes for an amount not exceeding Rs. 1,000 million			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder/ Authorised Representative

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-voting Sequence Number)	Sequence Number
160624010	

## **INSTRUCTIONS TO POSTAL BALLOT**

1. A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form in the attached self-addressed prepaid postage envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address for sending Postal Ballot Form to the Scrutinizer appointed by the Board of Directors of the Company.
3. The vote should be cast either in favour or against by putting the ✓ mark in the column provided for assent or dissent. Postal Ballot Form(s) bearing ✓ in both the columns will render the form(s) invalid. Scrutinizer's decision on the validity of the Postal Ballot shall be final.
4. The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Share Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
5. In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing a person to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. The voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 27<sup>th</sup> June, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
7. An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
8. No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No. 5 above) should be sent in the self-addressed prepaid postage envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
9. There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
10. A member neither needs to use all his/her/its votes nor needs to cast all his/her/its votes on the Resolution.
11. The exercise of vote by Postal Ballot is not permitted through proxy.
12. For any query connected with the Resolution proposed to be passed by means of Postal Ballot including voting by electronic means, 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: [investors@greenply.com](mailto:investors@greenply.com) / [kaushal@greenply.com](mailto:kaushal@greenply.com)

13. The items of business covered by this postal ballot will not be transacted at any General Meeting.
14. The voting period ends on 31st July, 2016 at 6:00 p.m. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution and will be strictly treated as if reply from such member has not been received.
15. If two or more postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
16. Members have an option to vote either through Postal Ballot Form or through e-voting. If a member has opted for e-voting then he/she/it shouldn't vote through Postal Ballot and vice-a-versa. However, in case members cast their vote both via physical ballot and E-voting, then the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.