

Quarterly Compliance Report on Corporate Governance

[Under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. Name of Listed Entity: **GREENPLY INDUSTRIES LTD.**
2. BSE Scrip Code: **526797** & NSE Symbol: **GREENPLY**
3. Quarter ending: **31.03.2017**

I. Composition of Board of Directors								
Title (Mr/Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) ⁶	Date of Appointment in the current term/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships [#] in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR.	SHIV PRAKASH MITTAL	PAN: AEAPM0196F DIN: 00237242	Chairman-Executive Director	01-02-2017	N.A.	2	Audit Committee: NIL Stakeholders Relationship Committee: 1	Audit Committee: NIL Stakeholders Relationship Committee: 1
MR.	RAJESH MITTAL	PAN: AEAPM5903N DIN: 00240900	Executive Director	01-01-2016	N.A.	1	Audit Committee: 1 Stakeholders Relationship Committee: 1	Audit Committee: NIL Stakeholders Relationship Committee: NIL
MR.	SHOBHAN MITTAL	PAN: AGTPM0891N DIN: 00347517	Executive Director	01-09-2016	N.A.	1	Audit Committee: 1 Stakeholders Relationship Committee: 1	Audit Committee: NIL Stakeholders Relationship Committee: NIL
MR.	MOINA YOMETH KONYAK	PAN: AROPK5458P DIN: 00669351	Non-Executive Director	22-08-2014	N.A.	1	Audit Committee: NIL Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL
MR.	SUSIL KUMAR PAL	PAN: AEHPP8238E DIN: 00268527	Non-Executive-Independent Director	22-08-2014	11 Years and 4Months Approx. (Based on original date of appointment i.e. 06-12-2005)	3	Audit Committee: 2 Stakeholders Relationship Committee: 2	Audit Committee: 1 Stakeholders Relationship Committee: NIL
MR.	VINOD KUMAR KOTHARI	PAN: AFMPK8774Q DIN: 00050850	Non-Executive-Independent Director	22-08-2014	10 Years and 10 Months Approx. (Based on original date of appointment i.e. 31-05-2006)	2	Audit Committee: 3 Stakeholders Relationship Committee: NIL	Audit Committee: 1 Stakeholders Relationship Committee: NIL

MR.	ANUPAM KUMAR MUKERJI	PAN: AEEP0160P DIN: 00396878	Non- Executive- Independent Director	22-08-2014	10 Years and 8Months Approx. (Based on original date of appointment i.e. 08-08-2006)	1	Audit Committee: 1 Stakeholders Relationship Committee: 1	Audit Committee: NIL Stakeholders Relationship Committee: 1
MR.	UPENDRA NATH CHALLU	PAN: AAGPC3981N DIN: 05214065	Non- Executive- Independent Director	22-08-2014	4 Years and 7Months Approx. (Based on original date of appointment i.e. 31-08-2012)	1	Audit Committee: 1 Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL
MS.	SONALI BHAGWATI DALAL	PAN: AAFPD5551N DIN: 01105028	Non- Executive- Independent Director	22-08-2014	10Years and 2 Months Approx. (Based on original date of appointment i.e. 22-01-2007)	2	Audit Committee: 1 Stakeholders Relationship Committee: NIL	Audit Committee: NIL Stakeholders Relationship Committee: NIL

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

[#] No. of Membership also includes Chairmanship.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{&}
1. Audit Committee	Mr. Susil Kumar Pal	Chairman- Non-Executive - Independent
	Mr. Rajesh Mittal	Executive
	Mr. Shobhan Mittal	Executive
	Mr. Vinod Kumar Kothari	Non-Executive - Independent
	Mr. Anupam Kumar Mukerji	Non-Executive - Independent
	Mr. Upendra Nath Challu	Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. Susil Kumar Pal	Chairman- Non-Executive - Independent
	Mr. Anupam Kumar Mukerji	Non-Executive - Independent
	Mr. Vinod Kumar Kothari	Non-Executive - Independent
	Mr. Shiv Prakash Mittal	Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr. Anupam Kumar Mukerji	Chairman- Non-Executive - Independent
	Mr. Susil Kumar Pal	Non-Executive - Independent
	Mr. Rajesh Mittal	Executive
	Mr. Shobhan Mittal	Executive
5. Corporate Social Responsibility Committee	Mr. Rajesh Mittal	Executive
	Mr. Shobhan Mittal	Executive
	Mr. Vinod Kumar Kothari	Non-Executive - Independent
	Mr. Upendra Nath Challu	Non-Executive - Independent
6. QIP Committee	Mr. Shiv Prakash Mittal	Executive
	Mr. Rajesh Mittal	Executive
	Mr. Vinod Kumar Kothari	Non-Executive - Independent
	Mr. Susil Kumar Pal	Non-Executive - Independent

[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
24.10.2016	24.01.2017	91 DAYS (excluding date of meetings)
	16.03.2017	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
AUDIT COMMITTEE:			
24.01.2017	YES – 6 Members (including 4 Independent Directors) were present out of total 6 members	24.10.2016	91 DAYS (excluding date of meetings)
16.03.2017	YES – 5 Members (including 4 Independent Directors) were present out of total 6 members	-	-
STAKEHOLDERS RELATIONSHIP COMMITTEE:			
24.01.2017	YES – 4 Members (including 2 Independent Directors) were present out of total 4 members	23.10.2016	-
NOMINATION & REMUNERATION COMMITTEE:			
24.01.2017	YES – 4 Members(including 3 independent Directors) were present out of total 4 members	-	-
16.03.2017	YES – 4 Members(including 3 independent Directors) were present out of total 4 members	-	-
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:			
24.01.2017	YES – 4 Members (including 2 Independent Directors) were present out of total 4 members	24.10.2016	-
QIP COMMITTEE:			
-	N.A.	N.A.	N.A.
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. Note: On 28.02.2017 one Resolution was passed by Board of Directors by way of circulation.			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained		YES	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
Note:			
1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.			
2. If status is “No” details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:			
a. Audit Committee: Yes			
b. Nomination & remuneration committee : Yes			

c. Stakeholders relationship committee: Yes

d. Risk management committee (applicable to the top 100 listed entities): Not Applicable

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: Yes

Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For GREENPLY INDUSTRIES LIMITED

Sd/-

KAUSHAL KUMAR AGARWAL

COMPANY SECRETARY &

COMPLIANCE OFFICER

Place: Kolkata

Date: 06-04-2017

Yearly Compliance Report on Corporate Governance

1. Name of Listed Entity: **GREENPLY INDUSTRIES LTD.**
2. BSE Security Code: **526797** & NSE Symbol: **GREENPLY**
3. Year ending: **31.03.2017**

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A.
New name and the old name of the listed entity		N.A.
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes

<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes

For GREENPLY INDUSTRIES LIMITED

Sd/-

KAUSHAL KUMAR AGARWAL

COMPANY SECRETARY &

COMPLIANCE OFFICER

Place: Kolkata

Date: 06-04-2017