



GREENPLY INDUSTRIES LIMITED

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, Website: www.greenply.com
CIN: L20211AS1990PLC003484

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting ('AGM' or 'Meeting') of the Members of Greenply Industries Limited will be held as scheduled below:

Day : Monday
Date : September 30, 2019
Time : 09:30 A.M.
Place : Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125

AGENDA for the Meeting will be as under:

ORDINARY BUSINESSSES

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
- To declare dividend on equity shares of the Company for the financial year ended March 31, 2019.

- To appoint a director in place of Mr. Rajesh Mittal (DIN: 00240900), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSSES

- To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(6)(e) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable clauses of the Articles of Association of the Company and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Rajesh Mittal [DIN: 00240900] with effect from 1st April, 2019 to 31st December, 2020, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: ₹23,00,000/- per month.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.
3	Contribution to National Pension Scheme: ₹2,30,000 per month.
4	House Rent Allowance of ₹2,00,000/- per month.
5	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
6	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
7	Reimbursement of membership fees for a maximum of two clubs.
8	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹1,00,000/- per annum.
9	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
10	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

- The terms and conditions of appointment of Mr. Rajesh Mittal may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of Companies Act, 2013 or any amendment or re-enactment thereof.
- No sitting fees will be paid to Mr. Rajesh Mittal for attending meeting of the Board of Directors or any committee thereof.
- His office shall be liable to determination by retirement of directors by rotation.
- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable clauses of the Articles of Association of the Company and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for change in designation of Mr. Rajesh Mittal from Managing Director to Chairman cum Managing Director of the Company w.e.f. 14th August, 2019 on the aforementioned terms and conditions including remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

'RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(6)(e) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable clauses of the Articles of Association of the Company and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Sanidhya Mittal [DIN: 06579890] with effect from 1st April, 2019 to 6th February, 2023, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: ₹10,00,000/- per month.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.
3	Contribution to National Pension Scheme: ₹1,00,000 per month.
4	House Rent Allowance: Nil
5	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
6	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
7	Reimbursement of membership fees for a maximum of two clubs.
8	Personal accidents and Mediciam Insurance Policy, premium not to exceed ₹1,00,000/- per annum.
9	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
10	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

- The terms and conditions of appointment of Mr. Sanidhya Mittal may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of Companies Act, 2013 or any amendment or re-enactment thereof.
- No sitting fees will be paid to Mr. Sanidhya Mittal for attending meeting of the Board of Directors or any committee thereof.
- His office shall be liable to determination by retirement of directors by rotation.
- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable clauses of the Articles of Association of the Company and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for change in designation of Mr. Sanidhya Mittal from Executive Director to Joint Managing Director of the Company w.e.f. 14th August, 2019 on the aforementioned terms and conditions including remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

which is effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018 and other applicable provisions, if any and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527] Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of his proposed term of re-appointment i.e. from the conclusion of the 29th Annual General Meeting in 2019 up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") which is effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018 and other applicable provisions, if any and based on the recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878] Non-Executive Independent Director of the Company, who had already attained the age of 75 years (DOB - 27.08.1936), till the expiry of his proposed term of re-appointment i.e. from the conclusion of the 29th Annual General Meeting in 2019 up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle

any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 (1) of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to increase the existing limit of annual commission to non-executive directors (excluding nominee director) of ₹10,00,000/- (excluding applicable taxes thereon) per such director to ₹15,00,000/- (excluding applicable taxes thereon) per such director with effect from financial year 2019-20 subject that the total annual commission along with the applicable taxes thereon, if any, to all the non-executive directors shall not exceed 1% of the net profit of the Company during any financial year.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation/ approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Susil Kumar Pal (DIN: 00268527), as an Independent

Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company, for a second term of 5 (five) years w.e.f. September 30, 2019.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for the re-appointment of Ms. Sonali Bhagwati Dalal (DIN: 01105028), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Upendra Nath Challu (DIN: 05214065), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

13. To consider and if thought fit, to pass, with or without modification(s), the following resolution as

a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and all other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation/approval of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Anupam Kumar Mukerji (DIN: 00396878), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

By order of the Board
For Greenply Industries Limited

Place: Kolkata
Date: August 14, 2019

Registered Office: Makum Road
P.O. Tinsukia, Assam - 786 125

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Proxy-holder shall prove his/her identity at the time of attending the meeting. Proxies are requested to carry a photo-identification to the venue of the Annual General Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
7. Corporate Members intending to attend the meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting.
8. Pursuant to Section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 2, 2019 to Thursday, September 5, 2019 (both days inclusive) for determining the name of Members eligible for dividend on equity shares, if declared at the Annual General Meeting and the dividend if declared will be credited/dispatched within 10 days from the date of Annual General Meeting.
9. The Company is required to use electronic mode of payment facilities for payment of dividend. Accordingly, the payment of dividend will be made by electronic mode directly into the bank account of Members and no physical instrument such as banker's cheque or demand draft will be issued without incorporating bank particulars of the Members.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address and bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
12. Members holding shares in physical form are requested to advise any change in their address and bank mandates and submit bank details along with an original cancelled cheque immediately to the Company's Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. of 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata - 700 006 to enable us to update our records. Cancelled cheque shall bear the name of the shareholder, failing which shareholder shall submit copy of bank passbook/ statement attested by the respective bank.
13. Members are requested to contact the Company's Registrar & Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. for reply to their queries / redressal of complaints, if any, or contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company [Phone: (033) 30515000; Email: investors@greenply.com].
14. Queries on accounts and operations of the Company, if any, may please be sent at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata – 700 027, at least seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.

15. Members are requested to bring their attendance slip duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
 16. The dividend declared for the financial year ended March 31, 2011 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
 17. The final dividend for the financial year ended March 31, 2012 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please be informed that the due month for transferring the unclaimed final dividend for the financial year ended March 31, 2012 to Investor Education and Protection Fund is September, 2019. Shareholders, who have not yet encashed their final dividend for the financial year ended March 31, 2012 or any subsequent financial years are requested to make their claim to the Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 28, 2018 (date of last Annual General Meeting) on the website of the Company (www.greenply.com), and also on the website of the Ministry of Corporate Affairs.
 18. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly 30,185 equity shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government in November, 2017. Details of these shares are available in the Company's website and can be viewed at www.greenply.com.
- Furthermore, notice will be published in newspapers and individual intimations will also be sent to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.
19. Shareholders are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in
 20. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 21. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
 22. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
 23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.greenply.com under the Investors' Section.
 24. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, SEBI has mandated that, with effect from 1st April, 2019, shareholders holding share in physical mode shall not be able to transfer their shares unless such shares are converted into dematerialised form. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible. The amendment does not impact the shareholders requests for transmission or transposition of securities held in physical mode.

The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited (www.nsdl.co.in) and Central Depository Services Limited (www.cdslindia.com) for further clarification in this regard.

Shareholders are requested to contact the Company's Registrar & Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. for any queries in regard to the aforesaid, or contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company [Phone: (033) 30515000; Email: investors@greenply.com.]

25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd.
26. The businesses set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
27. Electronic copy of the Notice of the aforesaid Meeting of the Company, *inter alia*, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2018-19 is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/ Depository Participants(s) for communication purposes. The physical copies of the Notice of the aforesaid AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form are being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. Your Company will provide physical copy of the Annual Report 2018-19 on specific demand from a Member.
28. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide facility of voting through electronic means ('remote e-voting') to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
29. The facility of voting through electronic voting system will not be available at the Meeting.
30. Members who have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such a Member will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through polling paper and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
30. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
31. Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the Members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice for this 29th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2019 shall also be available on the Company's website, www.greenply.com
32. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the Members at the Meeting.
33. The Board of Directors of your Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata 700 007 as the Scrutinizer for conducting the process of remote e-voting and poll at the Meeting venue in a fair and transparent manner.
34. The Results of remote e-voting and poll shall be aggregated and declared on or after the Meeting of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the report of the scrutinizer shall be placed on the Company's website www.greenply.com and also be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office and on the website of CDSL immediately after the result is declared by

the Chairman and simultaneously communicated to the Stock Exchanges.

35. The instructions for shareholders opting remote e-voting are as under:

- (i) The voting period begins on September 26, 2019 at 10:00 a.m. and ends on September 29, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote/ change their vote casted earlier at the meeting venue, however, they may attend the meeting.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com

(iv) Click on Shareholders / Members.

(v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on

the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company name on which you choose to vote i.e. GREENPLY INDUSTRIES LIMITED.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, September 23, 2019 may follow the same instructions as mentioned above for e-Voting.

(xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or Members may even write to Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at “Madgul Lounge”, 6th Floor, 23 Chetla Central Road, Kolkata – 700 027, Phone: (033) 3051 5000; Email: investors@greenply.com regarding the grievances connected with voting by electronic means.

36. In terms of Section 152 of the Companies Act, 2013, Mr. Rajesh Mittal [DIN: 00240900] shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2), the details of Mr. Rajesh Mittal seeking re-appointment at the ensuing Annual General Meeting are provided below and also in the ‘Corporate Governance Report’ section of the Annual Report.

Name of the Director	Mr. Rajesh Mittal (DIN 00240900)
Father’s Name	Late Sanwarmal Palriwal
Age and Date of Birth	56 yrs. (Date of Birth: 10 November, 1962)
Date of first Appointment	28.11.1990
Experience/Expertise in specific functional areas	Mr. Rajesh Mittal, holds a bachelor’s degree in commerce from the University of Dibrugarh, Assam. He started his career by setting up a saw mill unit at Tizit, Nagaland through Green Timber Industries Private Limited. He has been associated with the Company since inception. He has over thirty three years of experience in the fields of finance, factory operations, administration, sales and marketing.

Qualification	B.Com.
Directorship held in other Companies	<p>Listed Entity(ies): Nil</p> <p>Unlisted Entity(ies):</p> <ol style="list-style-type: none"> 1. RS Homcon Limited 2. Dholka Plywood Industries Private Limited 3. Awadh Maintenance Private Limited 4. S. M. Management Private Limited 5. Brijbhumi Tradevin Private Limited 6. Mastermind Shoppers Private Limited 7. R. M. Safeinvest Private Limited 8. Greenply Industries (Myanmar) Private Limited 9. Greenpanel Singapore Pte. Ltd. 10. Greenply Alkema (Singapore) Pte. Ltd. 11. Greenply Gabon SA 12. Greenply Middle East Limited 13. Greenply Holdings Pte. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	<p>Chairman: Nil</p> <p>Member:</p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee 2. Nomination and Remuneration Committee 3. Audit Committee 4. Corporate Social Responsibility Committee 5. Operational Committee 6. Demerger Committee
Chairman/Member of the committee of the Board of Directors of other companies in which he is a director	Nil
Number of Equity Shares held in the Company	30,79,900 equity shares of Re.1/- each
Number of Board Meetings attended during the Financial year 2018-19	4 (four) out of 5 (five) Board Meetings
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Sanidhya Mittal

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) (the "Act") the following Explanatory Statement sets out all material facts relating to the Special Businesses relating to Item Nos. 4 to 13 of the accompanying Notice dated August 14, 2019.

Item No. 4

This is to inform that the tenure of Mr. Rajesh Mittal [DIN: 00240900] as a Managing Director of the Company is going to expire on 31st December, 2020. The details of remuneration paid for the FY 2018-19 to Mr. Rajesh Mittal have been disclosed in the annexure to the Directors report and also in the Corporate Governance Report of the relevant financial year. Considering the operations of the Company and increased involvement of Mr. Rajesh Mittal for the overall growth of the Company especially in respect of setting-up of new manufacturing unit, streamlining the production capacities of existing units, exploring new domestic markets, deeper penetration of existing markets and enhancing brand value through various initiatives including scale of operations of the Company and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on 14th August, 2019, subject to approval of members of the Company, has revised the remuneration of Mr. Rajesh Mittal, with effect from 1st April, 2019 and also changed the designation from Managing Director to Chairman cum Managing Director w.e.f. 14th August, 2019. As per section 177(4)(iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereof, the amended terms of reference duly approved by the Board of Directors of the Company, the Audit Committee has also accorded its consent to the revision in remuneration and change in designation of Mr. Rajesh Mittal as aforesaid at its meeting held on 14th August, 2019.

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid revision in remuneration and change in designation of Mr. Rajesh Mittal, requires approval of Members of the Company.

This is to inform that the SEBI has come out with

a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. This Regulation is effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by, *inter alia*, inserting a new clause (e) under sub-regulation (6) thereunder and the same is applicable with effect from 1st April, 2019. Pursuant to the aforesaid amendment, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution. The proposed remuneration as aforesaid approved by the Board on recommendation of NRC may be in excess of the limits prescribed under the said Regulation. In view of the amended provisions of the Listing Regulations, such excess remuneration shall require to be approved by the shareholders through a special resolution.

The resolution along with the explanatory statement above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of Special Resolution.

Save and except Mr. Rajesh Mittal and his relative Mr. Sanidhya Mittal, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice.

Brief Profile of Mr. Rajesh Mittal, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Rajesh Mittal (DIN 00240900)
Father's Name	Late Sanwarmal Palriwal
Age and Date of Birth	56 yrs. (Date of Birth: 10 November, 1962)
Date of first Appointment	28.11.1990

Experience/Expertise in specific functional areas	Mr. Rajesh Mittal, holds a bachelor's degree in commerce from the University of Dibrugarh, Assam. He started his career by setting up a saw mill unit at Tizit, Nagaland through Green Timber Industries Private Limited. He has been associated with the Company since inception. He has over thirty three years of experience in the fields of finance, factory operations, administration, sales and marketing.
Qualification	B.Com.
Directorship held in other Companies	Listed Entity(ies): Nil Unlisted Entity(ies): 1. RS Homcon Limited 2. Dholka Plywood Industries Private Limited 3. Awadh Maintenance Private Limited 4. S. M. Management Private Limited 5. Brijbhumi Tradevin Private Limited 6. Mastermind Shoppers Private Limited 7. R. M. Safeinvest Private Limited 8. Greenply Industries (Myanmar) Private Limited 9. Greenpanel Singapore Pte. Ltd. 10. Greenply Alkema (Singapore) Pte. Ltd. 11. Greenply Gabon SA 12. Greenply Middle East Limited 13. Greenply Holdings Pte. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: 1. Stakeholders Relationship Committee 2. Nomination and Remuneration Committee 3. Audit Committee 4. Corporate Social Responsibility Committee 5. Operational Committee 6. Demerger Committee
Chairman/Member of the committee of the Board of Directors of other companies in which he is a director	Nil
Number of Equity Shares held in the Company	30,79,900 equity shares of Re.1/- each
Number of Board Meetings attended during the Financial year 2018-19	4 (four) out of 5 (five) Board Meetings
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Sanidhya Mittal

Item No. 5

This is to inform that the tenure of Mr. Sanidhya Mittal [DIN: 06579890] as an Executive Director of the Company is going to expire on 6th February, 2023. The details of remuneration paid for the FY 2018-19 to Mr. Sanidhya Mittal have been disclosed in the annexure to the Directors report and also in the Corporate Governance Report of the relevant financial year. Mr. Sanidhya Mittal is actively involved in the business of the Company since 4th November, 2014 and has demonstrated high business acumen in the responsibilities assigned to him from time to time in the area of sales, marketing and factory operations. Considering the operations of the Company and increased involvement of Mr. Sanidhya

Mittal for the overall business of the Company especially in respect of deeper penetration of existing markets and enhancing brand value through various initiatives and based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on 14th August, 2019, subject to approval of members of the Company, has revised the remuneration of Mr. Sanidhya Mittal, with effect from 1st April, 2019 and also changed the designation from Executive Director to Joint Managing Director w.e.f. 14th August, 2019.

As per section 177(4)(iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereof, the amended terms

of reference duly approved by the Board of Directors of the Company, the Audit Committee has also accorded its consent to the revision in remuneration and change in designation of Mr. Sanidhya Mittal as aforesaid at its meeting held on 14th August, 2019.

Pursuant to the provisions of Sections 196, 197, 198 and 203 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid revision in remuneration and change in designation of Mr. Sanidhya Mittal, requires approval of Members of the Company.

This is to inform that the SEBI has come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. This Regulation is effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by, *inter alia*, inserting a new clause (e) under sub-regulation (6) thereunder and the same is applicable with effect from 1st April, 2019. Pursuant to the aforesaid amendment, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval

of the members of the Company by way of a special resolution. The proposed remuneration as aforesaid approved by the Board on recommendation of NRC may be in excess of the limits prescribed under the said Regulation. In view of the amended provisions of the Listing Regulations, such excess remuneration shall require to be approved by the shareholders through a special resolution.

The resolution along with the explanatory statement above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

The Board recommends the resolutions set forth in Item No. 5 for the approval of Members by way of Special Resolution.

Save and except Mr. Sanidhya Mittal and his relative Mr. Rajesh Mittal, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the accompanying Notice.

Brief Profile of Mr. Sanidhya Mittal, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Sanidhya Mittal (DIN: 06579890)
Father's Name	Mr. Rajesh Mittal
Age and Date of Birth	26 years (Date of Birth: 3rd July, 1992)
Date of first Appointment	7th February, 2018
Experience/Expertise in specific functional areas	Mr. Sanidhya Mittal has experience of more than 4 years in the area of sales, marketing and factory operations.
Qualification	B.Com.
Directorship held in other Companies	Listed Entity(ies): Nil Unlisted Entity(ies): 1. Brijbhumi Merchants Pvt. Ltd. 2. Mastermind Shoppers Pvt. Ltd. 3. RS Homcon Limited 4. Dholka Plywood Industries Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: 1. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee

Chairman/Member of the committee of the Board of Directors of other companies in which he is a director	Nil
Number of Equity Shares held in the Company	90,000 equity shares of Re.1/- each
Number of Board Meetings attended during the Financial year 2018-19	5 (five) out of 5 (five) Board Meetings
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Rajesh Mittal

Item No. 6

The Members of the Company are informed that SEBI has come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. This Regulation is effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by insertion of a new sub- regulation (1A) thereunder and the same is applicable with effect from 1st April, 2019. In terms of the said new sub- regulation, a person shall not be eligible to get appointed as a non-executive director or in case of an existing non-executive director, shall not be eligible to continue such directorship, if he/she has attained the age of seventy five years unless the approval of the shareholders of the company is obtained by way of a special resolution. The said regulation is reproduced for ready reference of the members:

“(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Considering the implication of such amendment, the same shall result in the immediate vacation of such director as the restriction is not imposed only on the appointment but also on the continuation of the existing director. In view of the above, the Company is required to take approval from the shareholders by way of a special resolution beforehand so that the existing non-executive director who has already attained such age can be re-appointed.

As per section 177(4)(iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereof, the amended terms of reference duly approved by the Board of Directors of the Company, the Audit Committee has accorded its consent to the continuation of Mr. Susil Kumar Pal as an Independent Director of the Company at its meeting held on 14th August, 2019.

The members are further apprised that Mr. Susil Kumar Pal [DIN: 00268527] was re-appointed as Non-Executive Independent Director by the Company in its Annual General Meeting held on 22nd August, 2014 for a period of five years from the said date till the Annual General Meeting to be held in 2019.

This is to inform that the members of the Company at their 28th Annual General Meeting held on 28th August, 2018 approved continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527], Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of the existing terms of his re-appointment i.e. upto conclusion of the forthcoming 29th Annual General Meeting to be held in the Calendar year 2019. Keeping in view that the aforesaid director possesses requisite qualifications and also carry rich and varied experience in the industry in which the Company operates and also considering his independence, the members are requested to approve the continuation of his proposed term of re-appointment from the conclusion of the 29th Annual General Meeting on 30th September, 2019.

Since Mr. Pal has already attained the specified age limit of 75 years, continuation of his directorship for the further period shall require approval of shareholders by way of special resolution.

The Board recommends the resolution set forth in Item No. 6 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice except Mr. Susil Kumar Pal [DIN: 00268527].

Brief Profile of Mr. Susil Kumar Pal, pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Susil Kumar Pal
Father's Name	Late Jiban Krishna Pal
Age and Date of Birth	76 years (DOB: 3 January, 1943)
Date of first Appointment	Date of first Appointment: 6 December, 2005 Date of re-appointment in current term: 22.08.2014
Expertise in specific functional areas	Mr. Susil Kumar Pal has vast experience in the area of finance, projects preparation and accounts.
Qualification	B.Sc. (Hons). M.Tech (Chem.Engg)
Directorship held in other Companies	1. Balasore Alloys Ltd. 2. Hasimara Industries Limited 3. Srei Alternative Investment Managers Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Member: Operational Committee Demerger Committee
Chairman/Member of the committee of the Board of Directors of other companies in which he/she is a director	Member (Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Project Committee and Finance Committee) Balasore Alloys Ltd.
Number of Shares held in the Company	Nil
Number of Board Meetings attended during the financial year 2018-19	5 out of 5 Board Meetings
Relationship with other Directors/ Manager and KMPs of the Company	None

Item No. 7

The Members of the Company are informed that SEBI has come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. This Regulation is effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by insertion of a new sub- regulation (1A) thereunder and the same is applicable with effect from 1st April, 2019. In terms of the said new sub- regulation, a person shall not be eligible to get appointed as a non-executive director or in case of an existing non-executive director, shall not be eligible to continue such directorship, if he/she has attained the age of seventy five years unless the approval of the shareholders of the company is obtained by way of a special resolution. The said regulation is reproduced for ready reference of the members:

“(1A) No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the

notice for such motion shall indicate the justification for appointing such a person.”

Considering the implication of such amendment, the same shall result in the immediate vacation of such director as the restriction is not imposed only on the appointment but also on the continuation of the existing director. In view of the above, the Company is required to take approval from the shareholders by way of a special resolution beforehand so that the existing non-executive director who has already attained such age can be re-appointed

As per section 177(4)(iv) of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereof, the amended terms of reference duly approved by the Board of Directors of the Company, the Audit Committee has accorded its consent to the continuation of Mr. Anupam Kumar Mukerji as an Independent Director of the Company at its meeting held on 14th August, 2019.

The members are further apprised that Mr. Anupam Kumar Mukerji [DIN: 00396878] was re-appointed as Non-Executive Independent Director by the Company in its Annual General Meeting held on 22nd August, 2014 for a period of five years from the said date till the

Annual General Meeting to be held in 2019.

This is to inform that the members of the Company at their 28th Annual General Meeting held on 28th August, 2018 approved continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878], Non-Executive Independent Director of the Company, who had already attained the age of 75 years (DOB - 27.08.1936), till the expiry of the existing terms of his re-appointment i.e. upto conclusion of the forthcoming 29th Annual General Meeting to be held in the Calendar year 2019. Keeping in view that the aforesaid director possesses requisite qualifications and also carry rich and varied experience in the industry in which the Company operates and also considering his independence, the members are requested to approve the continuation of his proposed further term of re-appointment from the conclusion of the 29th Annual General Meeting on 30th September, 2019.

Since Mr. Mukerji has already attained the specified age limit of 75 years, continuation of his directorship for the further period shall require approval of shareholders by way of special resolution.

The Board recommends the resolution set forth in Item No. 7 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 7 of the accompanying Notice except Mr. Anupam Kumar Mukerji [DIN: 00396878].

Brief Profile of Mr. Anupam Kumar Mukerji, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Anupam Kumar Mukerji
Father's Name	Late Nirmal Chand Mukerji
Age and Date of Birth	83 years (DOB: August 27, 1936)
Date of first Appointment	Date of first Appointment: August 08, 2006 Date of re-appointment in current term: 22.08.2014
Expertise in specific functional areas	<p>Mr. Anupam Kumar Mukerji served as a member of the Indian Forest Service for more than 35 years both in State and in the Central Government as the Director General of forests in the Ministry of environment & forests [MOEF] till September 1994. He further served as the Vice Chairman of the National Eco-development Board till Dec 1995 & then as National consultant [FAO-UNDP] for preparation of the National Forestry Action Programme for India 1997 in MOEF.</p> <p>Served as member of the steering committee of the Planning Commission of India for preparation of the plan for Forest and Environment and Natural Resource development sectors for XI and as member of steering committee for XII plan formulation.</p> <p>In international sphere he served as a consultant with FAO, ADB, Ford foundation, E.U among others since 1977. Contributed invited papers in World Forestry Congresses and Commonwealth forestry conferences. Invited to the expert consultations in various international forums. Also periodically serving as senior advisor forestry, biodiversity and environment with various leading consulting organisations for monitoring and evaluation of World Bank, JICA, and UNDP sponsored forestry, watershed development, drought mitigation projects.</p> <p>He has served as the chairman of the committee formulating the New Working Plan Code, senior advisor in ESRI-INDIA, TRAFFIC International [UK] on regional wildlife illegal trade issues, Nippon Koei – NR International in JICA supported Orissa and Tripura forestry sector development projects and member of various committees in the MOEF, state planning board and climate change group of Tripura and advisory committee for national heritage of INTACH and also as a senior visiting fellow with the management institutes like IGNFA, IIPA, IILM, AMITY, TERI among others.</p>

Qualification	M. Sc (Botany) from the Birla Institute of Technology and Science, Pilani, Rajasthan and AIFC diploma from Indian Forest College, Dehradun.
Directorship held in other Companies	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: Audit Committee
Chairman/Member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of Shares held in the Company	Nil
Number of Board Meetings attended during the financial year 2018-19	4 out of 5 Board Meetings
Relationship with other Directors/ Manager and KMPs of the Company	None

Item No. 8

Sections 149 and 197 of the Companies Act, 2013 permits the payment of remuneration to Non-Executive Directors (NEDs) of a company either by way of a monthly payment or a specified percentage of the net profits of the company or partly by one way and partly by the other. Further, the said Section also states that where the company has managing director or whole-time director or manager, then a maximum of 1% of its net profits can be paid as remuneration to its NEDs. In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profits can be paid. Thus, the basis of payment to the NEDs is the net profits of the company.

The members of the Company at the 25th Annual General Meeting of the Company held on August 25, 2015 had approved the payment of annual commission up to ₹10,00,000 (Rupees Ten Lacs Only) (exclusive of applicable taxes) w.e.f. FY 2014-15 to each of the NEDs (excluding Nominee Director) of the Company subject that the total commission to all the NEDs along with the applicable taxes thereon, if any, shall not exceed 1(one) per cent of the net profit of the Company in any financial year.

The details of Commission and sitting fees paid to the NEDs of the Company during the financial year 2018-19 is provided in the Directors' Report and the Corporate Governance Report of the relevant financial year.

Over the period, the role of NEDs and the degree and quality of their engagement with the Board, Committees and the Company has undergone significant changes with changes in the corporate governance norms under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is being hugely benefited from the expertise, advice and inputs provided by the NEDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the

management of the Company from time to time. Levels of remuneration to the NEDs are determined such that they attract, retain and motivate directors of the quality and ability required to run the Company successfully.

With a view to encourage the involvement of non-executive directors of the Company as well as to motivate them to contribute significantly to the growth of the Company by bringing with them professional expertise, rich and wide experience, the Board is of the view that it is necessary to increase the payment of annual commission of each of the NEDs (excluding Nominee Director) of the Company with effect from financial year 2019-2020.

However, if annual commission entitlement of all the non-executive directors exceeds 1(one) percent of the net profits of the Company for any financial year, then annual commission payout to all such directors shall be reduced on pro-rata basis so as to ensure that the total annual commission payout is capped at 1(one) percent of the net profits of the Company for that year.

In view of the above and subject to approval of the Shareholders of the Company, the Board on the recommendation of the Nomination and Remuneration Committee approved increase in the payment of annual commission to non-executive directors (excluding nominee director) by increasing the existing limit of ₹10,00,000/-(exclusive of applicable taxes) per non-executive director (excluding nominee director) to ₹15,00,000/- (exclusive of applicable taxes) per non-executive director (excluding nominee director) with effect from financial year 2019-20 subject that the total annual commission along with the applicable taxes thereon, if any, to all the non-executive directors shall not exceed 1% of the net profit of the Company during any financial year as per the provisions of Section 197 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company.

Pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act,

2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above enhancement in payment of annual commission to non-executive directors requires approval of members of the Company and therefore your directors recommend passing of the resolution at Item No. 8 as an ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 8 of the accompanying Notice except Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari and Mr. Upendra Nath Challu, all being the Non-Executive Directors of the Company.

Item No. 9 to 13

The Members of the Company at the 24th Annual General Meeting of the Company held on August 22, 2014 appointed Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari and Mr. Upendra Nath Challu, as an Independent Directors of the Company for a period of five consecutive years with effect from the date of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company in the calendar year 2019. The Board of Directors in their meeting held on August 14, 2019 based on the recommendations of the Nomination and Remuneration Committee, considering the valuable contributions made by Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu on the strategic and critical issues, especially on the financial, accounting and other matters, during the course of the Board and Committee meetings of the Company and the valuable advice, suggestion and guidance given to the management of the Company from time to time, among others, subject to approval of shareholders of the Company, has accorded approval for re-appointment of Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu, as an Independent Directors, not liable to retire by rotation, for a second term of 5 (five) years with effect from 30th September, 2019. As per section 177(4) (iv) of the Companies Act, 2013 and amended terms of reference duly approved by the Board of the Company, the Audit Committee has also accorded its approval for the aforesaid re-appointments at its meeting held on 14th August, 2019.

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations) (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment of Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu, Independent Directors requires approval of Members of the Company by way of a Special Resolution.

Furthermore, as per Regulation 17(1A) of the Listing Regulations, appointment and continuation of a person as Non- executive Director who has attained the age of 75 years requires approval of the Members by way of a special resolution. The Members are hereby informed that Mr. Susil Kumar Pal and Mr. Anupam Kumar Mukerji, have already attained the age of 75 years whose continuation in the current tenure was approved by the members of the Company at their 28th Annual General Meeting held on 28th August, 2018. Keeping in view that both Mr. Pal and Mr. Mukerji possess requisite qualifications and also carry rich and varied experience in the industry in which the Company operates and also considering their independence, the Members are requested to approve their re-appointment for the further term of re-appointment with effect from 30th September, 2019.

Copy of draft letter(s) for appointment of the above named persons as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting.

In view of the aforesaid, the Board recommends the resolutions set forth in Item Nos. 9 to 13 for the approval of Members by way of Special Resolutions.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item Nos. 9 to 13 of the accompanying Notice except Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu, all being the Non-Executive Directors of the Company.

Brief Profiles of Ms. Sonali Bhagwati Dalal, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji and Mr. Upendra Nath Challu, Independent Directors pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, are provided in the table below:

Name of the Director	Mr. Susil Kumar Pal	Ms. Sonali Bhagwati Dalal	Mr. Upendra Nath Challu
Father's Name	Late Jiban Krishna Pal	Late Justice P.N. Bhagwati	Late Mohan Krishna Challu
Age and Date of Birth	76 years (DOB: 3 January, 1943)	57 years (DOB: October 15, 1961)	69 years (DOB: October 20, 1950)
Date of first Appointment	Date of first Appointment: 6 December, 2005 Date of re-appointment in current term: 22.08.2014	Date of first Appointment: January 22, 2007 Date of re-appointment in current term: 22.08.2014	Date of first Appointment: August 31, 2012 Date of re-appointment in current term: 22.08.2014
Expertise in specific functional areas	Mr. Susil Kumar Pal has vast experience in the area of finance, projects preparation and accounts.	Ms. Sonali Bhagwati Dalal is Graduated with top honours in Architecture from CEPT Ahmedabad, earning the prestigious L'Institute Francaise D'Architecture scholarship to work in Paris for a year. She has nearly 30 years of architectural and interior design experience wherein she earned numerous awards and accolades and is acknowledged as part of the top twenty architects of India. She is president of Designplus, an internationally recognized contemporary design firm.	Mr. Upendra Nath Challu, a finance professional, started his career in 1973 with the State Bank of India and worked across India and abroad in the area of corporate/project finance and international banking business. During his illustrious career with State Bank of India, he handled many important assignments and portfolios till his superannuation in 2010. A pioneer in structuring and financing numerous infrastructure projects in power, roads and water awarded to the private sector besides rendering advisory services to various Central Government ministries, statutory corporations and State Governments on power sector, ports, highways and urban infrastructure during his tenure with SBI Capital Markets. He has considerable expertise in corporate finance and international finance besides having hands-on experience on use of technology for business and enabling adherence to compliance with external and internal regulations and policies. After retirement from the State Bank of India, he has continued his association with investment banking and the financial sector first as a senior advisor to Centrum Capital Ltd. and thereafter as an independent director on the Board of few companies.
Qualification	B.Sc. (Hons). M.Tech (Chem.Engg)	B. Arch from the Centre for Environmental Planning and Technology (CEPT), Ahmedabad.	B.A. from the Meerut University, Meerut
Directorship held in other Companies	1. Balasore Alloys Ltd. 2. Hasimara Industries Limited 3. Srei Alternative Investment Managers Ltd.	1. Greenlam Industries Limited 2. Selan Exploration Technology Ltd. 3. Spazzio Projects and Interiors Pvt. Ltd. 4. Fade to Black Design and Media Pvt. Ltd.	None

Chairman/ Member of the Committee of the Board of Directors of the Company	Chairman: Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Member: Operational Committee Demerger Committee	Chairman: Nil Member: Nil	Chairman: Nil Member: Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Demerger Committee
Chairman/ Member of the committee of the Board of Directors of other companies in which he/she is a director	Member (Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Project Committee and Finance Committee) Balasore Alloys Ltd.	Chairman: Nil Member: a) Audit Committee b) Corporate Social Responsibility Committee c) Stakeholders' Relationship Committee	None
Number of Shares held in the Company	Nil	Nil	Nil
Number of Board Meetings attended during the financial year 2018-19	5 out of 5 Board Meetings	3 out of 5 Board Meetings	5 out of 5 Board Meetings
Relationship with other Directors/ Manager and KMPs of the Company	None	None	None

Name of the Director	Mr. Vinod Kumar Kothari	Mr. Anupam Kumar Mukerji
Father's Name	Late Hanuman Mal Kothari	Late Nirmal Chand Mukerji
Age and Date of Birth	58 years (DOB: 1 September, 1961)	83 years (DOB: August 27, 1936)
Date of first Appointment	Date of first Appointment: 31 May, 2006 Date of re-appointment in current term: 22.08.2014	Date of first Appointment: August 08, 2006 Date of re-appointment in current term: 22.08.2014
Expertise in specific functional areas	<p>Mr. Vinod Kumar Kothari is a pioneer in the field of corporate law and finance and is recognized both nationally and internationally as a trainer and expert on specialised areas in corporate law and in finance including leasing, securitisation, asset-based finance, credit derivatives, accounting for derivatives and financial instruments, housing finance, to name a few. Mr. Kothari is also, one of the specialist editors of company law magnum opus A Ramaiya's Guide to Company Law, 2011 edition and wrote the highlights and reference for Lexis Nexis publication titled The Companies Act 2013. He is a regular speaker at various professional institutes and was a visiting faculty at Indian Institute of Management, Joka, and National University of Juridical Sciences, Kolkata.</p>	<p>Mr. Anupam Kumar Mukerji served as a member of the Indian Forest Service for more than 35 years both in State and in the Central Government as the Director General of forests in the Ministry of environment & forests [MOEF] till September 1994. He further served as the Vice Chairman of the National Eco-development Board till Dec 1995 & then as National consultant [FAO-UNDP] for preparation of the National Forestry Action Programme for India 1997 in MOEF.</p> <p>Served as member of the steering committee of the Planning Commission of India for preparation of the plan for Forest and Environment and Natural Resource development sectors for XI and as member of steering committee for XII plan formulation.</p> <p>In international sphere he served as a consultant with FAO, ADB, Ford foundation, E.U among others since 1977. Contributed invited papers in World Forestry Congresses and Commonwealth forestry conferences. Invited to the expert consultations in various international forums. Also periodically serving as senior advisor forestry, biodiversity and environment with various leading consulting organisations for monitoring and evaluation of World Bank, JICA, and UNDP sponsored forestry, watershed development, drought mitigation projects.</p> <p>He has served as the chairman of the committee formulating the New Working Plan Code, senior advisor in ESRI-INDIA, TRAFFIC International [UK] on regional wildlife illegal trade issues, Nippon Koei – NR International in JICA supported Orissa and Tripura forestry sector development projects and member of various committees in the MOEF, state planning board and climate change group of Tripura and advisory committee for national heritage of INTACH and also as a senior visiting fellow with the management institutes like IGNFA, IIPA, IILM, AMITY, TERI among others.</p>
Qualification	B.Com, Chartered Accountant and Company Secretary	M. Sc (Botany) from the Birla Institute of Technology and Science, Pilani, Rajasthan and AIFC diploma from Indian Forest College, Dehradun.

Directorship held in other Companies	<ol style="list-style-type: none"> 1. Rupa & Company Ltd. 2. Vinod Kothari Consultants Pvt. Ltd. 3. Wise Men's Consultancy Co. Pvt. Ltd. 4. Academy of Financial Services Pvt. Ltd. 5. Indian Securitisation Foundation 	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	<p>Chairman: Nil</p> <p>Member: Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Operational Committee Demerger Committee</p>	<p>Chairman: Nil</p> <p>Member: Audit Committee</p>
Chairman/Member of the committee of the Board of Directors of other companies in which he/she is a director	<p>Chairman (Audit Committee): Rupa & Company Ltd.</p> <p>Member (Nomination and Remuneration Committee, Corporate Social Responsibility Committee): Rupa & Company Ltd.</p>	Nil
Number of Shares held in the Company	Nil	Nil
Number of Board Meetings attended during the financial year 2018-19	4 out of 5 Board Meetings	4 out of 5 Board Meetings
Relationship with other Directors/ Manager and KMPs of the Company	None	None

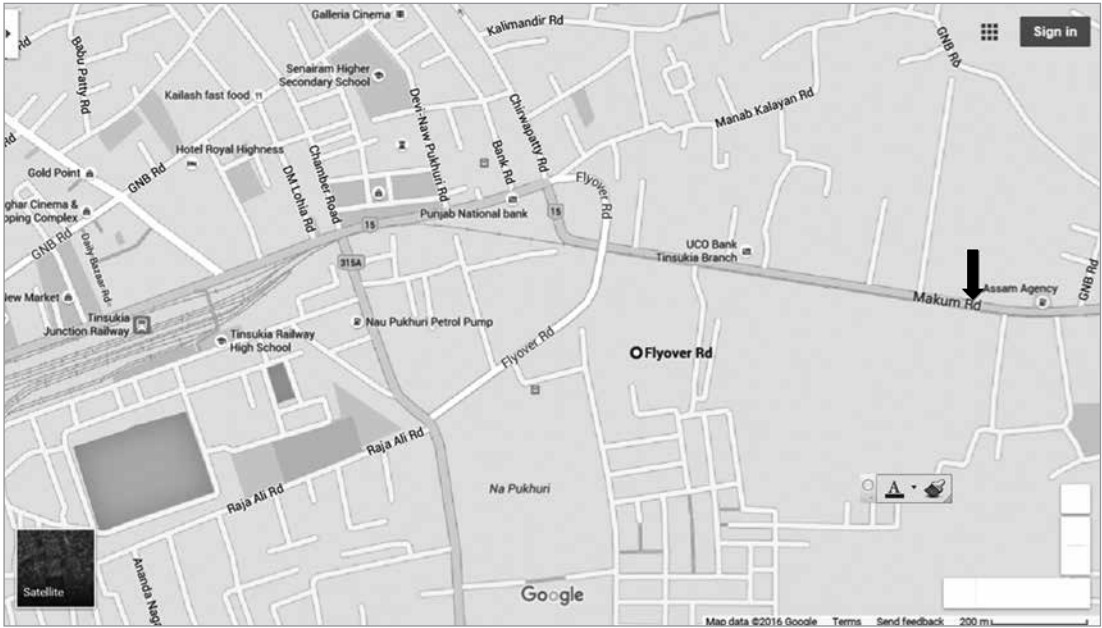
By order of the Board
For Greenply Industries Limited

Place: Kolkata
Date: August 14, 2019

Registered Office:
Makum Road
P.O. Tinsukia, Assam - 786 125

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

Road Map of Venue of 29th Annual General Meeting



↓ GREENPLY INDUSTRIES LIMITED
MAKUM ROAD, TINSUKIA
ASSAM – 786 125



GREENPLY INDUSTRIES LIMITED

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, Website: www.greenply.com
CIN: L20211AS1990PLC003484

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

Registered Folio / DP ID & Client ID :

Name and Address of the Shareholder :

Joint Holder(s) :

No. of Shares :

I / We hereby record my / our presence at the 29th Annual General Meeting of the Company being held on Monday, the 30th September, 2019 at 09:30 a.m. at the registered office of the Company at Makum Road, Tinsukia, Assam - 786 125.

Signature of Shareholder(s) 1. _____

2. _____

Signature of Proxy holder(s) _____

Note:

- 1. Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue

ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
190903041	

Note:

Please read the note no. 28, 29 and 35 to the Notice of the 29th Annual General Meeting dated 14th August, 2019, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on September 26, 2019 and ends at 5:00 p.m. on September 29, 2019.



GREENPLY INDUSTRIES LIMITED

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, Website: www.greenply.com
CIN: L20211AS1990PLC003484

**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L20211AS1990PLC003484
Name of Company	GREENPLY INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam -786125 Tel: (033) 3051-5000, Fax: (033) 3051-5010 Website: www.greenply.com, email - investors@greenply.com

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ Client Id: DP ID:	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

- 1) Name: _____
Address: _____
Email Id: _____ Signature: _____, or failing him/her
- 2) Name: _____
Address: _____
Email Id: _____ Signature: _____, or failing him/her
- 3) Name: _____
Address: _____
Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 09:30 a.m. at Makum Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated below:

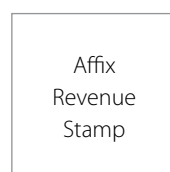
Resolution No.	Resolutions
1.	To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2.	To declare dividend on equity shares of the Company for the financial year ended March 31, 2019.

Resolution No.	Resolutions
3.	To appoint a director in place of Mr. Rajesh Mittal (DIN: 00240900), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4.	To approve revision in remuneration of Mr. Rajesh Mittal [DIN: 00240900] with effect from 1st April, 2019 to 31st December, 2020 and change in designation of Mr. Rajesh Mittal from Managing Director to Chairman cum Managing Director of the Company w.e.f. 14th August, 2019.
5.	To approve revision in remuneration of Mr. Sanidhya Mittal [DIN: 06579890] with effect from 1st April, 2019 to 6th February, 2023 and change in designation of Mr. Sanidhya Mittal from Executive Director to Joint Managing Director of the Company w.e.f. 14th August, 2019.
6.	To approve continuation of the directorship of Mr. Susil Kumar Pal [DIN: 00268527] Non-Executive Independent Director of the Company, who had attained the age of 75 years (DOB - 03.01.1943), till the expiry of his proposed term of re-appointment.
7.	To approve continuation of the directorship of Mr. Anupam Kumar Mukerji [DIN: 00396878] Non-Executive Independent Director of the Company, who had already attained the age of 75 years (DOB - 27.08.1936), till the expiry of his proposed term of re-appointment.
8.	To approve the increase of existing limit of annual commission to non-executive directors (excluding nominee director) of ₹10,00,000/- (excluding applicable taxes thereon) per such director to ₹15,00,000/- (excluding applicable taxes thereon) per such director with effect from financial year 2019-20.
9.	To approve the re-appointment of Mr. Susil Kumar Pal (DIN: 00268527), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.
10.	To approve the re-appointment of Mr. Vinod Kumar Kothari (DIN: 00050850), as an Independent Director of the Company, for a second term of 5 (five) years w.e.f. September 30, 2019.
11.	To approve the re-appointment of Ms. Sonali Bhagwati Dalal (DIN: 01105028), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.
12.	To approve the re-appointment of Mr. Upendra Nath Challu (DIN: 05214065), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.
13.	To approve the re-appointment of Mr. Anupam Kumar Mukerji (DIN: 00396878), as an Independent Director of the Company for a second term of 5 (five) years w.e.f. September 30, 2019.

Signed this _____ day of _____ 2019.

Signature of Shareholder: _____

Signature of proxy holder(s): _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.