



GREENPLY INDUSTRIES LIMITED

CIN: L20211AS1990PLC003484

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

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

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

POSTAL BALLOT FORM

(Please read carefully the instructions before completing the Form)

Serial No:	
1.	Name & Registered address of the Sole/First named Shareholder:
2.	Name(s) of the joint Shareholder(s), if any:
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. February 21, 2020)

I/We hereby exercise my/our vote in respect of the Special Resolution/Ordinary Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 11th February, 2020 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate column below:

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

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Special resolution for giving of a corporate guarantee to Landesbank Baden-Wurtemberg (LBBW) for an amount not exceeding EURO 12,500,000 (Maximum Amount), in respect of the loan provided by LBBW to the erstwhile MDF Division of the Company which has now been shifted by way of demerger to Greenpanel Industries Limited.			
2.	Ordinary resolution for appointment of Mr. Manoj Tulsian [DIN: 05117060] as a Director of the Company, liable to retire by rotation.			
3.	Ordinary resolution for appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & CEO of the Company for the period of five years with effect from 11th February, 2020 to 10th February, 2025.			

Place:

Date:

Signature of the Shareholder/ Authorised Representative

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	Sequence Number
200220004	

INSTRUCTIONS TO POSTAL BALLOT

1. A member desiring to exercise vote(s) by postal ballot, may send duly completed form in the enclosed self-addressed postage prepaid envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
2. The voting period commences on and from Wednesday, 26th February, 2020 at 10:00 a.m. and shall end on Thursday, 26th March, 2020 at 5:00 p.m. The envelope(s) containing the Postal Ballot should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 26th March, 2020. The Postal Ballot Form received after this date and time, will be strictly treated as if reply from the Member has not been received. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter.
3. The postage pre-paid self-addressed envelope bears the address for sending Postal Ballot Form to the Scrutinizer appointed by the Board of Directors of the Company.
4. Mr. Dilip Kumar Sarawagi, of DKS & Co. (ACS 13020 C.P. NO. 3090), Practicing Company Secretaries of 173, M. G. Road, 1st Floor, Kolkata 700007 has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
5. The vote should be cast either in favour or against by putting the ✓ mark in the column provided for assent or dissent. Postal Ballot Form(s) bearing ✓ in both the columns will render the form(s) invalid. Scrutinizer's decision on the validity of the Postal Ballot shall be final.
6. The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Share Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants. The exercise of vote by Postal Ballot is not permitted through proxy.
7. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form. In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing a person to sign the Postal Ballot Form should be attached to the Postal Ballot Form.
8. The voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the Cut-off date i.e. 21st February, 2020 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
9. An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
10. No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No. 7 above) should be sent in the postage pre-paid Envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
11. There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
12. A member neither needs to use all his/her/its votes nor needs to cast all his/her/its votes on the Resolution.
13. For any query connected with the Resolution proposed to be passed by means of Postal Ballot including voting by electronic means, contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata - 700 027, Phone: (033) 3051 5000; Email: investors@greenply.com / kaushal@greenply.com
14. The items of business covered by this postal ballot will not be transacted at any General Meeting.
15. If two or more postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
16. The Company is pleased to provide e-voting facility as an alternative for the Members of the Company to enable them to cast their votes electronically instead of Physical Postal Ballot. Members have an option to vote either through Postal Ballot Form or through e-voting. E-voting is optional. In case a member has voted through e-voting facility, he/she/it does not need to send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through postal ballot, vote casted through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the Scrutinizer and voting done by Physical Ballot will be treated as invalid.