



Notice

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: kolkata@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the members of Greenply Industries Limited will be held as scheduled below:

Day	Tuesday
Date	August 25, 2015
Time	10:00 A.M.
Place	"ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125

AGENDA for the meeting will be as under:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
 - the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 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 for the financial year ended March 31, 2015.
- To appoint a director in place of Mr. Moina Yometh Konyak (DIN: 00669351), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s),

the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), as the Statutory Auditors of the Company, to hold office as such till the conclusion of the 27th AGM be and is hereby ratified to hold office from the conclusion of 25th AGM to the conclusion of the 26th AGM at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.

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.

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Shobhan Mittal (DIN: 00347517), currently holding office as Joint Managing Director & CEO of the Company, liable to retire by rotation, will remain unaltered.”

6. 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 read with Part I and Section I of Part II of Schedule V and

other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Shiv Prakash Mittal [DIN: 00237242], Executive Chairman of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: ₹16,90,000/- per month w.e.f. April 01, 2015.
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 w.e.f. financial year 2014-2015.
3	House Rent Allowance of ₹ 1,50,000/- per month w.e.f. April 1, 2015.
4	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.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹ 1,00,000/- per annum.
8	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.
9	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 Executive Chairman 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 the Companies Act, 2013.

No sitting fees will be paid to the Executive Chairman for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Shiv Prakash Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

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 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.”

7. 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 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Rajesh Mittal [DIN: 00240900], Managing Director of

the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: ₹ 15,60,000/- per month w.e.f. April 01, 2015.
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 w.e.f. financial year 2014-2015.
3	House Rent Allowance of ₹ 2,00,000/- per month w.e.f. April 1, 2015.
4	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.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹ 1,00,000/- per annum.
8	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.
9	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 Managing Director 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 the Companies Act, 2013.

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Rajesh Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

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 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."

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 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Shobhan Mittal [DIN: 00347517], Joint Managing Director & CEO of the Company, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1	Basic Salary: ₹ 13,00,000/- per month w.e.f. April 01, 2015.
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 w.e.f. financial year 2014-2015.
3	Free furnished accommodation with gas, electricity, water, furnishing, servants, security, drivers etc.
4	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.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹ 1,00,000/- per annum.
8	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.
9	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 Joint Managing Director & CEO 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 the Companies Act, 2013.

No sitting fees will be paid to Joint Managing Director & CEO for attending meeting of the Board of Directors or any committee thereof.

Total Remuneration of Mr. Shobhan Mittal in any financial year shall not exceed 5% of the net profit of the Company during that year.

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 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 Section 197 (1) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, applicable clauses of the Equity Listing Agreement and recommendations of the Nomination and Remuneration Committee and Audit Committee, consent of the members of the Company be and is hereby accorded to increase the payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of ₹ 7,50,000/- (exclusive of applicable service taxes) per non-executive director to ₹ 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15 subject that the total annual commission along with the applicable service tax 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."

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 Section 94(1) and other applicable provisions of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at the office of Company's Registrar and Share Transfer Agent, viz., M/s. S. K. Infosolutions Pvt. Ltd., at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorized 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 Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement (including any statutory amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to Mr. Shobhan Mittal [DIN:00347517], Joint Managing Director and CEO of the Company to draw remuneration of SGD 15000 (Singapore Dollar Fifteen Thousand only) per month or such remuneration as may be decided by the Board of Directors from time to time which shall not in any case exceed SGD 20000 (Singapore Dollar Twenty Thousand only) per month, from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, being office or place of profit within the

meaning of Section 188 of the Companies Act, 2013, with effect from the date of shareholders' approval.

RESOLVED FURTHER THAT Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal be and is hereby authorized 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

K. K. Agarwal
Company Secretary &
Vice President-Legal

Place: Kolkata
Date: May 25, 2015

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

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 identity at the time of attending the 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 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 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 Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 10, 2015 to Tuesday, July 14, 2015 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting and the dividend if declared will be credited / dispatched between August 29, 2015 and September 2, 2015 to those members whose name shall appear on the Register of Members of the Company on July 9, 2015. In respect of shares held in electronic form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.
9. 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.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrars 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.
11. 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) 3051 5000; Email: investors@greenply.com)
12. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 5th & 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.
13. 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 along with their copy of annual report to the meeting.
14. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the final dividend for the year ended March 31, 2007 and earlier years and also the interim dividend paid during the financial year ended March 31, 2008 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 established by the Central

Government. No claim shall lie against the Investor Education and Protection Fund or the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.

15. The final dividend for the financial year ended March 31, 2008 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, 1956 or the Companies Act, 2013. Please be informed that the due month for transferring the unclaimed final dividend for the financial year ended March 31, 2008 to Investor Education and Protection Fund is September, 2015. Shareholders, who have not yet encashed their final dividend warrants for the financial year ended March 31, 2008 or any subsequent financial years are requested to make their claim to the Company's Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 22, 2014 (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.
16. 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.
17. 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.
18. 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
19. 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.
20. 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/Registrars and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd.
21. 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.
22. 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 and Proxy Form 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 and Proxy Form is being sent to all the members of the Company.
23. 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 applicable provisions of the equity listing agreements with Stock Exchanges, the Company has engaged the services of CDSL to provide facility of voting through electronic means 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. The facility of voting through electronic voting system will not

- be available at the Meeting. 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.
24. 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.
 25. 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 Offices 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 25th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.greenply.com
 26. 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 e-voting process in a fair and transparent manner.
 27. 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.
 28. The Results of 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.
 29. The instructions for shareholders voting electronically (remote e-voting) are as under:
 - (i) The voting period begins at 10:00 a.m. on August 21, 2015 and ends at 5:00 p.m. on August 24, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 18, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders".
 - (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed 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) 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 should be mailed 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 or members may even write to Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at “Madgul Lounge”, 23 Chetla Central Road, 5th & 6th Floor, Kolkata-700027, Phone:(033)3051 5000; Email:investors@greenply.com regarding the grievances connected with voting by electronic means.

(xx) 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. 18th August, 2015 may follow the same instructions as mentioned above for e-Voting

30. In terms of Section 152 of the Companies Act, 2013, Mr. Moina Yometh Konyak (DIN: 00669351), Director, retire by rotation at the Meeting and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement, the details of Mr. Moina Yometh Konyak seeking re-appointment at the ensuing Annual General Meeting are provided below and also in the Corporate Governance Report:

Age	58 Years (Date of Birth: August 02, 1957)
Date of first Appointment	April 16, 1996
Expertise in specific functional areas	Mr. Moina Yometh Konyak was associated with his family business of trading in timber prior to joining our Company. He has more than twenty one years of experience in the timber business.
Qualification	B.Com.
Terms and conditions of re-appointment	Non-executive-Non-Independent Director- liable to retiring by Rotation
Remuneration	Annual commission ₹ 10,00,000/- (exclusive of applicable service taxes) with effect from financial year 2014-15, if approved by shareholders at forthcoming Annual General Meeting and Sitting fee ₹15,000/- (exclusive of applicable service taxes) During financial year 2013-14 Annual Commission was ₹ 7,50,000/- (exclusive of applicable service taxes)
List of outside directorship held excluding alternate directorship	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nil Member: Nil
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Chairman: Nil Member: Nil
Number of Equity Shares held in the Company.	Nil
Number of Board Meetings attended during Financial year 2014-15	1 (One)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

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

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses set out from Item No. 5 to Item No. 11 of the accompanying Notice dated May 25, 2015.

Item No. 5

The Board of directors at their meeting held on 05.02.2015, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, has approved the change in designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 05.02.2015.

Mr. Shobhan Mittal is a related party as per Section 2(76)(i) of the Companies Act, 2013. 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 to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 5th February, 2015 discussed, approved and recommended the same agenda for the approval of the Board.

Considering his increasing involvement in the business operations as well as corporate affairs of the Company, the above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 5 of the Notice for approval by the Members by way of ordinary resolution.

Save and except Mr. Shobhan Mittal and his relative Mr. Shiv Prakash Mittal, 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. 5 of the accompanying Notice.

Item Nos. 6, 7 & 8

The Board of directors at their meeting held on 05.02.2015, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Shiv Prakash Mittal, Executive Chairman, Mr. Rajesh Mittal, Managing Director and Mr. Shobhan Mittal, Joint Managing Director & CEO (herein after referred to 'the Executive Directors') of

the Company, as above, for the remaining tenure of respective executive directors. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Executive Directors, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of executive directors for the overall growth of the Company especially in respect of setting-up of new manufacturing units, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of executive directors was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

The executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. 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 to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 5th February, 2015 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item nos. 6, 7 and 8 of the notice are recommended to be passed as ordinary resolution(s).

The details of Executive Director(s) whose remuneration is proposed to be revised, are provided below:

Name of Executive Director(s)	Mr. Shiv Prakash Mittal, Executive Chairman (DIN 00237242)	Mr. Rajesh Mittal, Managing Director (DIN 00240900)	Mr. Shobhan Mittal, Joint Managing Director & CEO (DIN 00347517)
Age	66 yrs. (Date of Birth: 07 April, 1949)	52 yrs. (Date of Birth: 10 November, 1962)	35 yrs. (Date of Birth: 19 August, 1980)
Date of first Appointment	29.07.1991	28.11.1990	08.08.2006
Expertise in specific functional areas	Mr. Shiv Prakash Mittal, a founder of Greenply Industries Limited, possesses over 42 years of experience in the fields of production and marketing of plywood, laminates and allied products.	Mr. Rajesh Mittal has been associated with the Company since inception and possesses over 31 years of experience in the fields of finance, administration and marketing. He has been the driving force in implementing various strategic operational and marketing policies.	Mr. Shobhan Mittal possesses over 10 years of experience in business administration and marketing strategy. He was instrumental in setting-up of the MDF Unit of the Company at Pantnagar, Uttarakhand as well as successfully streamlining the operations of the said Unit.
Qualification	B.Sc.	B.Com.	BBA
Terms and conditions of re-appointment	Reappointed for five years w.e.f. February 01, 2012	Reappointed for five years w.e.f. January 01, 2011	Reappointed for five years w.e.f. September 01, 2011
Remuneration- FY 2014-15	Salary: ₹ 1,56,00,000/- Commission: ₹ 2,08,18,000/- Provident Fund: ₹ 18,72,000/- Perquisites and other allowances: ₹ 16,17,000/-	Salary: ₹ 1,44,00,000/- Commission: ₹ 2,08,18,000/- Provident Fund: ₹ 17,28,000/- Perquisites and other allowances: ₹ 20,58,000/-	Salary: ₹ 1,20,00,000/- Commission: ₹ 2,08,18,000/- Provident Fund: ₹ 14,40,000/- Perquisites and other allowances: ₹ 5,95,980/-
Remuneration- FY 2013-14	Salary: ₹ 1,56,00,000/- Commission: ₹ 1,49,37,000/- Provident Fund: ₹ 18,72,000/- Perquisites and other allowances: ₹ 15,84,000/-	Salary: ₹ 1,44,00,000/- Commission: ₹ 1,49,37,000/- Provident Fund: ₹ 17,28,000/- Perquisites and other allowances: ₹ 20,16,000/-	Salary: ₹ 1,20,00,000/- Commission: ₹ 1,49,37,000/- Provident Fund: ₹ 14,40,000/- Perquisites and other allowances: ₹ 54,00,000/-
List of outside directorship held excluding alternate directorship	<ol style="list-style-type: none"> Greenlam Industries Ltd. Greenlam VT Industries Pvt. Ltd. Prime Holdings Pvt. Ltd. 	<ol style="list-style-type: none"> RS Homcon Limited Dholka Plywood Industries Pvt. Ltd. Awadh Maintenance Pvt. Ltd. S. M. Management Pvt. Ltd. Brijbhumi Tradevin Pvt. Ltd. Mastermind Shoppers Pvt. Ltd. R. M. Safeinvest Pvt. Ltd. Greenply Industries (Myanmar) Pvt. Ltd., Incorporated in Myanmar Greenply Trading Pte. Ltd., Incorporated in Singapore Greenply Alkema (Singapore) Pte. Ltd., incorporated in Singapore 	<ol style="list-style-type: none"> Dholka Plywood Industries Pvt. Ltd. Prime Holdings Pvt. Ltd. Vanashree Properties Pvt. Ltd. Educational Innovations Pvt. Ltd. Niranjan Infrastructure Pvt. Ltd. RS Homcon Limited Showan Investment Pvt. Ltd. Greenply Industries (Myanmar) Pvt. Ltd., Incorporated in Myanmar Greenply Trading Pte. Ltd., Incorporated in Singapore Greenply Alkema (Singapore) Pte. Ltd., incorporated in Singapore

Chairman/Member of the Committee of the Board of Directors of the Company	<p>Chairman: 1. Demerger Committee</p> <p>Member: 1. Operational Committee 2. Nomination & Remuneration Committee</p>	<p>Chairman: Nil</p> <p>Member: 1.. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee</p>	<p>Chairman: Nil</p> <p>Member: 1. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<p>Chairman: 1. Stakeholders Relationship Committee</p> <p>Member: 1. Nomination and Remuneration Committee 2. Corporate Social Responsibility Committee 3. Operational & Finance Committee 4. Demerger Committee</p>	Nil	Nil
Number of Equity Shares held in the Company.	Nil	683180	147400
Number of Board Meetings attended during Financial year 2014-15	4	4	3
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Rajesh Mittal (Brother and Mr. Shobhan Mittal (Son)	Mr. Shiv Prakash Mittal (Brother)	Mr. Shiv Prakash Mittal (Father)

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. 6, 7 and 8 of the accompanying Notice except Mr. Shiv Prakash Mittal, Mr. Rajesh Mittal and Mr. Shobhan Mittal, since the remuneration of each of these directors is proposed to be revised.

The Board recommends the resolutions set forth in item nos. 6, 7 and 8 for the approval of members.

Item No. 9

The members of the Company at the 23rd Annual General Meeting of the Company held on August 23, 2013 had approved the payment of annual commission up to ₹ 7,50,000.00 (Rupees Seven Lacs Fifty Thousand Only) (exclusive of applicable service taxes) to each of the Non-executive Directors (excluding Nominee Director) of the Company subject that the total commission to all the Non-executive Directors along with the applicable service tax

thereon, if any, shall not exceed 1(one) per cent of the net profit of the Company in any financial year.

Over the period, the role of Non-Executive Directors (NEDs) and the degree and quality of their engagement with the Board and the Company has undergone significant changes with changes in the corporate governance norms brought by the Companies Act, 2013 as well as Equity Listing Agreement. 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 non-executive directors (excluding Nominee Director) of the Company with effect from financial year 2014-2015.

Non-executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. 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 to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 5th February, 2015 discussed, approved and recommended the same agenda for the approval of the Board. The Nomination and Remuneration Committee at its meeting held earlier that day also recommended to the Board for its approval.

In view of the above and subject to approval of the Shareholders of the Company, the Board approved increase in the payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of ₹ 7,50,000/- (exclusive of applicable service taxes) per non-executive director to ₹ 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15 subject that the total annual commission along with the applicable service tax 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 (1) 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 provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and clause 49 of Equity Listing Agreement the above enhancement in payment of annual commission to non-executive directors requires approval of members of the Company by way of special resolution and therefore your directors recommend passing of the resolution at item no. 9 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 Resolutions at Item No. 9 of the accompanying Notice except Mr. Anupam Kumar Mukerji, Mr. Moina Yometh Konyak, 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. 10

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by a company:

- (i) Register of Members;
- (ii) Register of debenture holders; and
- (iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Your Company's Registrar and Share Transfer Agent M/s. S. K. Infosolutions Pvt. Ltd., having office at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006 is providing depository related services for the shares held in electronic mode and also acting as the Share Transfer Agent for the shares held in physical mode.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers and returns at the office of M/s. S. K. Infosolutions Pvt. Ltd. at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006 or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company. The Company affirms that more than one-tenth of its members reside in and around Kolkata i.e.

the place at which the registers and returns are proposed to be kept and maintained.

A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are in anyway, concerned or interested, financially or otherwise, in the proposed resolution. Further, none of the promoters, directors or Key Managerial Personnel of the Company has any shareholding in M/s. S. K. Infosolutions Pvt. Ltd.

Your Board recommends passing of the resolution as set out at Item No. 10 as a Special Resolution.

Item No. 11

Mr. Shobhan Mittal, Joint Managing Director and CEO of the Company was appointed as a Director of Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company, with effect from 28th February, 2014. The said subsidiary would grow extensively under the guidance of Mr. Shobhan Mittal, who possesses the necessary expertise and experience to accelerate the subsidiary's operations and achieve its vision. Further, keeping in mind the new MDF plant that the Company is starting in the south of India, and its close proximity to port, there would be substantial export opportunities for the MDF and wood flooring business in the South East Asian region. It would be imperative to initiate marketing and distribution set-up operations to be fully prepared for the start-up of the new plant in India. Considering these facts and increased involvement of Mr. Shobhan Mittal, the Board of Directors of the Company at its meeting held on 25th May, 2015 approved to allow drawing of remuneration by Mr. Shobhan Mittal from the Greenply Trading Pte. Ltd. of SGD 15000 (Singapore Dollar Fifteen Thousand only) per month or such remuneration as may be decided by the Board of Directors of the Company from time to time which shall not in any case exceed SGD 20000 (Singapore Dollar Twenty Thousand Only) per month subject to approval of the shareholders of the Company.

Pursuant to the provision of Section 188 (1) (f) of the Companies Act, 2013 (the "Act") read

with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the shareholders is, inter alia, required by passing a Special Resolution, where a Director holds an office or place of profit in any subsidiary of the Company. Mr. Shobhan Mittal is a Joint Managing Director and CEO of the Company and also a Director on the board of the wholly owned subsidiary company

Mr. Shobhan Mittal is a related party as per Section 2(76)(i) of the Companies Act, 2013. 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 to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 25th May, 2015 discussed, approved and recommended the same agenda for the approval of the Board.

The above proposal is in the interest of the Company and your Board recommends passing of the resolution as set out at Item No.11 of the notice as a Special Resolution.

Save and except Mr. Shobhan Mittal and his relative Mr. Shiv Prakash Mittal, 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. 11 of the accompanying Notice.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, Mr. Shobhan Mittal shall not participate in the resolution(s), as he is a related party in the context of the aforesaid resolution(s).

By order of the Board
For Greenply Industries Limited

K. K. Agarwal
Company Secretary &
Vice President-Legal

Place: Kolkata
Date: May 25, 2015

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

Greenply Industries Limited

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

Phone: (033)3051-5000, Fax: (033)3051-5010

Website: www.greenply.com , email – kolkata@greenply.com,

CIN: L20211AS1990PLC003484,

Road Map of Venue of 25th Annual General Meeting



Hotel Royal Highness,

G.N.B Road, Tinsukia, Assam - 786 125

Greenply Industries Limited

Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125
Phone: (033)3051-5000, Fax: (033)3051-5010
Website: www.greenply.com , email – kolkata@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 – kolkata@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: ,
or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on the Tuesday, 25th August, 2015 at 10:00 a.m.at "ROYALIDE", Hotel Royal Highness, G.N.B 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 the Audited Financial Statements of the Company for the financial year ended March 31, 2015 including the Audited Balance Sheet as at March 31, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2	To declare dividend on equity shares for the financial year ended March 31, 2015.
3	To appoint a director in place of Mr. Moina Yometh Konyak (DIN: 00669351) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4	To ratify the appointment of M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as a Statutory Auditor of the Company and to fix their remuneration.
5	To approve the change of designation of Mr. Shobhan Mittal (DIN: 00347517) from Executive Director to Joint Managing Director & CEO of the Company with effect from 5th February, 2015.
6	To approve revision in the remuneration of Mr. Shiv Prakash Mittal (DIN:00237242), Executive Chairman of the Company.
7	To approve revision in the remuneration of Mr. Rajesh Mittal, Managing Director (DIN:00240900) of the Company.
8	To approve revision in the remuneration of Mr. Shobhan Mittal (DIN:00347517), Joint Managing Director & CEO of the Company.
9	To approve the increase in payment of annual commission made to non-executive directors (excluding nominee director) by increasing the existing limit of ₹ 7,50,000/- (exclusive of applicable service taxes) per non-executive director to ₹ 10,00,000/- (exclusive of applicable service taxes) per non-executive director with effect from financial year 2014-15
10	To approve maintaining and keeping the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them, at a place other than Company's Registered Office.
11	To approve drawing of remuneration by Mr. Shobhan Mittal, Joint Managing Director & CEO of the Company from Greenply Trading Pte. Ltd., Singapore, wholly owned subsidiary of the Company

Affix
Revenue
Stamp

Signed this day of of 2015.

Signature of the Shareholder:

Signature of the 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.



GREENPLY INDUSTRIES LIMITED

Regd. Office: Makum Road, Tinsukia, Assam- 786125

Tel: (033)3051-5000, Fax: (033)3051-5010

Email: kolkata@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 25th Annual General Meeting of the Company being held on Tuesday, the 25th August, 2015 at 10:00 a.m. at the "ROYALIDE", Hotel Royal Highness, G.N.B 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
150716007	

Note: Please read the note no. 22, 23 and 29 to the Notice of the 25th Annual General Meeting dated 25th May, 2015, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on August 21, 2015 and ends at 5:00 p.m. on August 24, 2015.

