

GIL/2014-15  
28<sup>th</sup> July, 2014

**The Manager**

BSE Limited  
Department of Corporate Services  
Floor 25, P. J. Towers, Dalal Street  
Mumbai - 400 001  
Fax No. 022-2272-3121/1278/1557/3354  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**The Manager**

National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051  
Fax No. 022-2659-8237/8238/8347/8348  
Email: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

Dear Sir

**Sub: Submission of Notice of AGM and Annual Report for the year 2013-14**

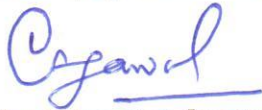
With reference to the captioned subject please find attached six copies of Notice of 24<sup>th</sup> Annual General Meeting of the members of the Company and Annual Report for the year 2013-14 for your reference and record.

Also find enclosed herewith a copy of Form A as per Clause 31 of the Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For **Greenply Industries Limited**



**Kaushal Kumar Agarwal**  
Company Secretary &  
Vice president-legal

Encl: A/a

**Greenply Industries Limited**

New B. K. Market, 2nd Floor, 16A Shakespeare Sarani, Kolkata 700071, India  
T +91 33 30515000 / 22822175, F +91 33 30515010, E [kolkata@greenply.com](mailto:kolkata@greenply.com) W [www.greenply.com](http://www.greenply.com)  
Registered Office : Makum Road, Tinsukia, Assam - 786125  
Corporate Identity Number : L20211AS1990PLC003484



## Greenply Industries Limited

Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125, India  
Corporate Office: 16A, Shakespeare Sarani, 2nd Floor, Kolkata - 700 071, India  
Phone: (033) 3051-5000, 2282-2175, Fax: (033) 3051-5010,  
Email: kolkata@greenply.com, Website: www.greenply.com  
CIN: L20211AS1990PLC003484

## Notice

NOTICE is hereby given that the 24th Annual General Meeting of the members of Greenply Industries Limited will be held as scheduled below:

**Day** : Friday

**Date** : August 22, 2014

**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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 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, 2014.
3. To appoint a director in place of Mr. Shiv Prakash Mittal (DIN: 00237242), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E), the retiring auditors be and are hereby appointed as Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th AGM subject to ratification by shareholders at every AGM held after this 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

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

**"RESOLVED THAT** in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or substitution thereof and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) of the Company to borrow such sum or sums of monies in any manner from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loan obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the company and its free reserves, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed

the sum of ₹2000 crores (Rupees two thousand crores only) or the aggregate of the paid-up share capital and free reserves of the Company, at the relevant time, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board 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 the Managing Director 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** in supersession of all earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all the immovable and movable properties of the Company, wherever situated, both present and future with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding ₹2000 Crores (Rupees two thousand crores only) or the aggregate of the paid-up share capital and free reserves of the Company at the relevant time, whichever is higher, together with interest thereon at the

respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Susil Kumar Pal (DIN: 00268527), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019.”

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Vinod Kumar Kothari (DIN: 00050850), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019.”

9. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Anupam Kumar Mukerji (DIN: 00396878), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019.”

10. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 applicable provisions of Listing Agreement with the Stock Exchange(s), Ms. Sonali Bhagwati

Dalal (DIN: 01105028), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019.”

11. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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 applicable provisions of Listing Agreement with the Stock Exchange(s), Mr. Upendra Nath Challu (DIN: 05214065), who was appointed as an Independent Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of this Annual General Meeting up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2019.”

12. 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), the terms and conditions of appointment of Mr. Moina Yometh Konyak (DIN: 00669351), Independent Director liable to retire by rotation, be revised such that Mr. Moina Yometh Konyak shall continue on the Board of the Company as a Non-Executive (Non-Independent) Director and liable to retire by rotation.”

13. 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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, the terms and conditions of appointment of Mr. Saurabh Mittal (DIN: 00273917), currently holding office as Joint Managing Director and CEO of the Company and not liable to retire by rotation be revised such that Mr. Saurabh Mittal shall be liable to retire by rotation and continue as Joint Managing Director and CEO of the Company, other terms and conditions of his appointment remaining unaltered.”

14. 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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Radhakrishnan and Co., Cost Accountants, of 11A Dover Lane, Flat -B1/34, Kolkata-700 029, the cost auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid remuneration of ₹1,75,000/- (excluding applicable taxes) and they shall also be entitled to re-imbursement of out-of-pocket expenses as may be incurred by them, if any, during the course of their assignment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors of the Company and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company, be and are hereby severally authorized to modify the Articles of Association and to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Asia Pacific Pte. Ltd.	Sale of products	Up to ₹400 crore per financial year
2	Greenlam America, Inc.		
3	Greenlam Europe (UK) Limited		

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and

perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Alkernal (Singapore) Pte. Ltd.	Purchase of raw materials, semi-finished and finished goods	₹200 crore per financial year

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

18. 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 applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company-

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Asia Pacific Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Up to ₹200 crore per financial year
2	Greenlam America, Inc.		
3	Greenlam Europe (UK) Limited		

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

19. 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 applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company-

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Alkernal (Singapore) Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Up to ₹200 crore per financial year
2	Greenply Trading Pte. Ltd.		

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Prime Holdings Private Limited	Lease/Leave and License agreement in respect of immovable properties	Monthly Rent of ₹2,64,000/- with 5% increase every year.

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Prime Properties Private Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹2,50,000/- with 5% increase every year.

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company-

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	S. M. Management Private Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹1,68,000/- with 5% increase every year.

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Trade Combines, Partnership Firm	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹24,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Himalaya Granites Limited	Lease/Leave and License agreement in respect of immovable property	Monthly Rent of ₹3,85,000/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of Listing Agreement with the Stock Exchange(s), if any, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company -

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	RS Homcon Limited	Lease/Leave and License agreement in respect of immovable properties	Monthly Rent of ₹38,275/- with 5% increase every year.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal and Mr. Rajesh Mittal, Directors and Mr. Kaushal Kumar Agarwal, Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

Place: Kolkata  
Date: May 29, 2014

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

By Order of the Board  
For Greenply Industries Limited

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

## NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business 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 sent 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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 18, 2014 to Tuesday, July 22, 2014 (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 26, 2014 and August 30, 2014 to those members whose name shall appear on the Register of Members of the Company on July 17, 2014. 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.
6. 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 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.
7. 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 Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. of 34/1A, Sudhir Chatterjee Street, Near Girish Park Metro Station, Kolkata - 700 006.
8. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 16A, Shakespeare Sarani, 2nd Floor, Kolkata - 700 071, at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
9. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
10. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the final dividend for the year ended March 31, 2006 and earlier years and also the interim dividend paid during the financial year ended March 31, 2007 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.
11. The final dividend for the financial year ended March 31, 2007 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, 2007 and interim dividend for the financial year ended March 31, 2008 to Investor Education and Protection Fund are August, 2014 and November, 2014 respectively. Shareholders, who have not yet encashed their final dividend warrants for the financial year ended March 31, 2007 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 23, 2013 (date of last Annual General Meeting) on the website of the Company ([www.greenply.com](http://www.greenply.com)), and also on the website of the Ministry of Corporate Affairs.
12. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company.
  13. 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.
  14. Electronic copy of the Notice of the aforesaid Annual General Meeting (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 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.
  15. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the listing agreements with Stock Exchanges, the Company has engaged the services of CDSL to provide e-voting facility to all the members to enable them to cast their votes electronically in respect of all the business to be transacted at the aforesaid Annual General Meeting. Members who cast their vote through e-voting mechanism shall not be able to vote at the Annual General Meeting.
  16. 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.
  17. Relevant documents referred to in the accompanying notice/explanatory statement including the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting. Further, the Notice for this 24th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2013-14 shall also be available on the Company's website, [www.greenply.com](http://www.greenply.com).
  18. 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 – 700007 as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
  19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
  20. The Results of e-voting and poll shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.greenply.com](http://www.greenply.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

21. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 10.00 a.m. on August 13, 2014 and ends at 10.00 p.m. on August 14, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 17, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the

drop down menu and click on "SUBMIT"

- (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](http://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"> <li>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.</li> <li>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.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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).</li> </ul>

- (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 Greenply Industries Limited, on which you choose to vote.
- (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 same 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 Institutional Shareholders
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a ‘compliance user’ which would 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](mailto: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.
- (xx) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 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 Business set out from Item No. 5 to Item No. 25 of the accompanying Notice dated May 29, 2014.

### Item Nos. 5 & 6

Under Section 180(1)(c) of the Companies Act, 2013 (“Act”), the Board of Directors of a company cannot, except with the consent of the members by a special resolution, borrow monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital and free reserves of the company. Further, as per provisions of Section 180(1)(a) of the Act, the mortgage or hypothecation or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole or substantially whole of the undertaking of the Company and requires approval of the members of the Company by way of special resolution.

The shareholders, at the Annual General Meeting of the Company held on August 24, 2012, by way of an ordinary resolution under Section 293(1)(d) of the

Companies Act, 1956, had authorised the Board of Directors of the Company to borrow up to the higher of ₹2,000 Crores (Rupees Two Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time. At the said meeting the shareholders, by way of an ordinary resolution under Section 293(1)(a) of the Companies Act, 1956, had also authorized the Board to create mortgage or hypothecation or charge on all or any part of the movable and/or immovable properties of the Company up to the above-said limit. However, the provisions of Sections 180(1)(a) and 180(1)(c) the Companies Act, 2013, the corresponding provisions of Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956, require passing of special resolution by the members of the Company to authorize the Board of Directors of the Company to exercise such powers.

Further, Ministry of Corporate Affairs vide General Circular No. 4/2014 dated 25.03.2014 clarified that the resolutions passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings and / or creation of security on the assets of the Company will be regarded as sufficient compliance of requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. Section 180 of the Companies Act, 2013 was notified on 12.09.2013. In view of the above, it is necessary to pass resolution(s) pursuant to the provisions of Section 180(1)(a) and 180(1)(c) the Companies Act, 2013 to enable the Board of Director to exercise powers in relation to borrowings and / or creation of security over and above the limit referred in Section 180 of the Companies Act, 2013.

The above proposals are in the interest of the Company and the Directors recommend the Resolutions in Item Nos. 5 and 6 of the Notice for approval by the Members by way of 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 Nos. 5 and 6 of the accompanying Notice.

#### **Item Nos. 7 to 11**

The modality of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 with effect from 1st April, 2014. However, your Company, being a listed company, by virtue of Clause 49 of the Listing Agreement with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors of the Company. Accordingly, Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal and Mr. Upendra Nath Challu, Directors of the Company, whose appointments as directors have already been approved by the Board of Directors and Members of the Company, are presently acting as Independent Directors in compliance with the Listing Agreement requirements. However, their terms of appointment are such that they are liable to retire by rotation as per the Companies Act, 1956. Further, in keeping with the original terms of appointment, Mr. Susil Kumar Pal and Mr. Vinod Kumar Kothari are liable to retire by rotation at the ensuing annual general meeting.

Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any

previous tenure of an Independent Director on the date of commencement of the Companies Act, 2013 shall not be counted as a term of appointment of Independent Director.

Based on the declarations received from Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal and Mr. Upendra Nath Challu, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal and Mr. Upendra Nath Challu fulfill the criteria of being appointed as Independent Directors as stipulated in Section 149(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Directors are independent of the management. The Company has received notice(s) under Section 160 along with requisite deposit(s) from member(s) proposing their re-appointment as Independent Directors at the ensuing Annual General Meeting.

Details in respect of the aforesaid Directors are furnished in the Corporate Governance Report. All are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company.

Consequently, the Board of Directors recommends for approval of the shareholders the re-appointment of Mr. Susil Kumar Pal, Mr. Vinod Kumar Kothari, Mr. Anupam Kumar Mukerji, Ms. Sonali Bhagwati Dalal and Mr. Upendra Nath Challu, as Independent Directors of the Company on such terms that they shall continue to hold office as non-rotational directors for a term of five (5) consecutive years, effective from the date of this AGM.

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.

Concerned Directors and their relatives are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out in item nos.7 to 11 of the accompanying Notice.

The Board recommends the resolutions set forth in item nos. 7, 8, 9, 10 and 11 for the approval of members.

#### **Item No. 12**

Mr. Moina Yometh Konyak is presently holding office as an Independent Director of the Company in accordance with Clause 49 of the Listing Agreement with Stock Exchange(s). Section 149 of Companies Act, 2013 requires that every independent director shall not be liable to retire by rotation. Further, explanation to Section 152(6) of Companies Act, 2013 also disallows any independent director from being considered for the purpose of calculating retiring directors.

Considering the contribution of Mr. Konyak and that the Company already has the requisite number of independent directors on the Board of the Company, with a view to optimize the mix of independent to non-independent directors on the Board of the Company, it is proposed to change the terms of appointment of Mr. Konyak to designate him as a Non-Executive (Non-Independent) Director and his office shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

Mr. Konyak and his relatives may be deemed to be concerned or interested in the proposed resolution. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item no. 12 for the approval of members.

#### **Item No. 13**

Mr. Saurabh Mittal is presently holding office as Joint Managing Director and CEO of the Company not liable to retire by rotation. With a view to ensure compliance with the provisions of Companies Act, 2013, it is proposed that the terms of his appointment be changed to the effect that he shall be liable to retire by rotation and continue as Joint Managing Director and CEO of the Company. However, all the other terms and conditions of his appointment as approved at the annual general meeting held on August 23, 2013 shall remain unaltered.

Mr. Saurabh Mittal and his relatives (including Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the Company) may be deemed to be concerned or interested in the proposed resolution. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item no. 13 for the approval of members.

#### **Item No. 14**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. Radhakrishnan and Co., Cost Accountants, of 11A Dover Lane, Flat -B1/34, Kolkata-700 029 as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, at a remuneration of ₹1,75,000/- (excluding applicable taxes) and they shall also be entitled to re-imbursment of out-of-pocket expenses as may be incurred by them, if any, during the course of their assignment.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with such other provisions under applicable law, the remuneration payable to cost auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 14 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

The Board recommends the resolution set forth in item no. 14 for the approval of members.

#### **Item No. 15**

The existing Articles of Association of the Company ("Existing Articles") was adopted on October 21, 1994 and was based on the Companies Act, 1956, as amended from time to time. With the implementation of the Companies Act, 2013 and its allied rules, the provisions of Companies Act, 1956 are getting repealed in a phased manner.

The Board of Directors of the Company believes that it is desirable that the relevant clauses in the Articles of Association of the Company be revised so that they fully reflect not only the law governing the Company and rules and regulations made thereunder, but must also be in conformity with the provisions of the Companies Act, 2013 and Rules made thereunder and must also comply with the listing agreement with the Stock Exchanges and SEBI Guidelines.

Since the required alterations, deletions, insertions etc. to the Existing Articles would be numerous; it is felt

prudent to entirely substitute the Existing Articles and adopt the new Articles of Association (New Articles).

Pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder alteration of Articles of Association requires approval of the members of the Company by way of passing a Special Resolution at a general meeting.

The Company will furnish a copy of the New Articles on demand to every member. A copy of the draft New Articles to be adopted, as referred to in the notice / explanatory statement hereto, will be made available to the Members for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturday till the date of this Meeting. Members may also download the copy of the New Articles from the website of the Company at the link: [www.greenply.com](http://www.greenply.com). In addition, a copy of the New Articles will be placed for inspection by members at the Meeting.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in

the proposed resolution.

Your Board recommends passing of the resolution under Item no. 15 of the notice as a Special Resolution.

#### Item No. 16

Your Company has been selling its products to its overseas subsidiaries Greenlam Asia Pacific Pte. Ltd., Singapore, Greenlam America, Inc., USA, and Greenlam Europe (UK) Limited, United Kingdom, to cater to various overseas markets and the same will continue in future. Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014 and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Board of Directors are of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting for the related party transactions/ arrangements enumerated above. In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transactions are provided herein below:

Sl. No.	Name of Related Party	Nature of Transaction	Material terms, monetary value and particulars of the contract or arrangement	Name of the director or key managerial personnel who is related
1	Greenlam Asia Pacific Pte. Ltd.	Sale of products	<b>Monetary value:</b> Transaction value towards sale of products to all these three subsidiaries shall not exceed ₹400 crore per financial year.  <b>Tenure:</b> There is no commitment for sale of minimum quantity or for a minimum period. However, the arrangement will be continued till it suits the business of Company.  <b>Credit period:</b> To be determined from time to time.  <b>Security Deposit:</b> Nil	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
2	Greenlam America, Inc.			
3	Greenlam Europe (UK) Limited			

Further, brief details of the related parties are as below:

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors of Related Party	No. of Shares held by the directors
1	Greenlam Asia Pacific Pte. Ltd.	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil
			Mr. Desmond Sim Soo Miang	Nil
2	Greenlam America, Inc.	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil
3	Greenlam Europe (UK) Limited	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil

Mr. Saurabh Mittal, Director of the Company and his relatives (including Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, the proposed arrangement(s) may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party.

Your Board recommends passing of the resolution

under Item no. 16 of the Notice as a Special Resolution.

#### Item No. 17

Your Company proposes to purchase raw materials, semi-finished and finished goods from its joint venture company i.e. Greenply Alkema (Singapore) Pte. Ltd., Singapore in future. Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014 and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Board of Directors are of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting in respect of the proposed purchase of raw materials, semi-finished and finished goods from Greenply Alkema (Singapore) Pte. Ltd. In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transaction(s) are provided herein below:

Sl. No.	Name of Related Party	Nature of Transaction	Material terms, monetary value and particulars of the contract or arrangement	Name of the director or key managerial personnel who is related
1	Greenply Alkema (Singapore) Pte. Ltd.	Purchase of raw materials, semi-finished and finished goods	<p><b>Monetary value:</b> Up to ₹200 crore per financial year</p> <p><b>Tenure:</b> There is no commitment for purchase of minimum quantity or for a minimum period. However, the arrangement will be continued till it suits the business of Company.</p> <p><b>Credit period:</b> To be decided mutually from time to time.</p> <p><b>Security Deposit:</b> Nil</p>	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal

Further, brief details of the related parties are as below:

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors of Related Party	No. of Shares held by the directors
1	Greenply Alkema (Singapore) Pte. Ltd.	Joint Venture Company of Greenply Industries Limited and Alkema Singapore Pte. Ltd.	Mr. Rajesh Mittal	Nil
			Mr. Shobhan Mittal	Nil
			Mr. Daljit Singh	Nil
			Mrs Puneeta Singh Wasan	Nil

Mr. Rajesh Mittal and Mr. Shobhan Mittal, Directors of the Company and their relatives (including Mr. Shiv Prakash Mittal and Mr. Saurabh Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, the proposed arrangement(s) may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party.

Your Board recommends passing of the resolution under Item no. 17 of the Notice as a Special Resolution.

#### Item No. 18

Your Company has been catering to the overseas

demands for its laminates and allied products through its subsidiaries Greenlam Asia Pacific Pte. Ltd., Singapore, Greenlam America, Inc., USA, and Greenlam Europe (UK) Limited, United Kingdom. The said subsidiaries need to take loans from banks or financial institutions, from time to time, to carry out their operations effectively and efficiently and to enable the subsidiaries to obtain loan from the banks or financial institutions, from time to time, your Company needs to give guarantee or provide security on behalf of them.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014 and applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, your Board of Directors are of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting in respect of the proposed guarantee or security to be provided on behalf of the said subsidiaries. Brief particulars of the proposed transactions are provided herein below:

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction	Name of the director or key managerial personnel who is related
1	Greenlam Asia Pacific Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Transaction value towards giving guarantee or providing security in respect of loan made to all the related parties shall not exceed ₹200 crore per financial year	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
2	Greenlam America, Inc.			
3	Greenlam Europe (UK) Limited			

Further, brief details of the related parties are as below:

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors of Related Party	No. of Shares held by the directors
1	Greenlam Asia Pacific Pte. Ltd.	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil
			Mr. Desmond Sim Soo Miang	Nil
2	Greenlam America, Inc.	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil
3	Greenlam Europe (UK) Limited	Subsidiary of Greenply Industries Limited	Mr. Saurabh Mittal	Nil

Mr. Saurabh Mittal, Director of the Company and his relatives (including Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, the proposed transaction may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Your Board recommends passing of the resolution under Item no. 18 of the Notice as a Special Resolution.

#### Item No. 19

Your Company has been streamlining its Myanmar operation through its subsidiary Greenply Trading Pte. Ltd. and joint venture company Greenply

Alkemal (Singapore) Pte. Ltd. in Singapore. The said subsidiary and joint venture company need to take loans from banks or financial institutions, from time to time, to carry out their operation effectively and efficiently and to enable the subsidiary and joint venture company to obtain loan from the banks or financial institutions, from time to time, your Company needs to give guarantee or provide security on behalf of them.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014 and applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, your Board of Directors are of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting in respect of the proposed guarantee or security to be provided on behalf of the said subsidiary and joint venture company. Brief particulars of the proposed transactions are provided herein below:

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction	Name of the director or key managerial personnel who is related
1	Greenply Trading Pte. Ltd.	Giving guarantee or providing security in respect of loan made to the related parties	Transaction value towards giving guarantee or providing security in respect of loan made to all the related parties shall not exceed ₹200 crore per financial year	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
2	Greenply Alkemal (Singapore) Pte. Ltd.			

Further, brief details of the related parties are as below:

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors of Related Party	No. of Shares held by the directors
1	Greenply Trading Pte. Ltd.	Subsidiary of Greenply Industries Limited	Mr. Rajesh Mittal	Nil
			Mr. Shobhan Mittal	Nil
			Mr. Shreyans Singhi	Nil
			Mr. Anawardeen Ziaudeen	Nil
2	Greenply Alkemal (Singapore) Pte. Ltd.	Joint Venture Company of Greenply Industries Limited and Alkemal Singapore Pte. Ltd	Mr. Rajesh Mittal	Nil
			Mr. Shobhan Mittal	Nil
			Mr. Daljit Singh	Nil
			Mrs Puneeta Singh Wasan	Nil

Mr. Rajesh Mittal and Mr. Shobhan Mittal, Directors of the Company and their relatives (including Mr. Shiv Prakash Mittal and Mr. Saurabh Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, the proposed transaction may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Your Board recommends passing of the resolution under Item no. 19 of the Notice as a Special Resolution.

#### Item Nos. 20 to 25

Your Company has entered into various lease/leave and license agreement(s) with related parties in respect of immovable properties in accordance with

the applicable provisions of the Companies Act, 1956 and their present tenure have not yet expired and your Company proposes to renew the said agreements, from time to time, upon expiry of their present tenure with increase up to 5% in rent per year over the then existing rent. Further, your Company also proposes to take on lease/leave and license basis few more immovable properties from another related party.

Considering the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder and the revised Clause 49 of the Equity Listing Agreement which will come into effect from October 1, 2014, your Board of Directors is of the view that it would be in the best interests of the Company to seek shareholders' approval at the ensuing annual general meeting for the related party transactions/arrangements enumerated above. In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the transactions are provided herein below:

#### A. the existing lease/leave and license agreements:

Sr. No.	Name of related party	Property Address	Type of property	Present Rent per month & Security Deposit.	Name of the director or key managerial personnel who is related
1	Prime Holdings Private Limited	Flat No. 2NW, 2nd Floor, 5 Queens Park, Kolkata-700 019	Furnished Flat	Rent: ₹1,32,000/- Security Deposit: ₹13,20,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
2	Prime Holdings Private Limited	Mouza-Kankura, P.S. Diamond Harbour, Dist. 24 Paraganas (South), West Bengal	Land	Rent: ₹84,000/- Security Deposit: ₹8,40,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
3	Prime Holdings Private Limited	Mouza & Vill-Chandi, Porgona-Azimabad, P.S. Bishnupur, Dist. 24 Paraganas (South), West Bengal	Land	Rent: ₹48,000/- Security Deposit: ₹4,80,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
4	Prime Properties Private Limited	House No.66, Anandlok, Khel Gaon Road, New Delhi-110 049	Furnished House	Rent: ₹2,50,000/- Security Deposit: ₹24,00,000/-	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
5	S. M. Management Private Limited	Flat No. 3A & 3B, 3rd Floor, 13, Raja Santosh Road, Kolkata -700 027	Furnished Flats	Rent: ₹1,68,000/- Security Deposit: ₹25,20,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal
6	Trade Combines, Partnership Firm	Room No. 5A, 2nd Floor, 16A, Shakespeare Sarani, Kolkata -700 071	Commercial furnished office space	Rent: ₹24,000/- Security Deposit: ₹2,40,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal

Sr. No.	Name of related party	Property Address	Type of property	Present Rent per month & Security Deposit.	Name of the director or key managerial personnel who is related
7	Himalaya Granites Limited	Factory Shed No. 1, Panchalam Village, Melpettai Post Tindivanam Tamilnadu – 604307	Factory Shed	Rent: ₹3,85,000/- Security Deposit: Nil	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal

The above lease/leave and license agreements will be renewed, as and when due, for a period of 11 months on each occasion or for such period as may be deemed prudent to the Board of your Company and the rent shall be increased up to 5% per annum over the previous rent.

B. the proposed lease/leave and license agreements:

Sr. No.	Name of related party	Property Address	Type of property	Present Rent per month & Security Deposit.	Name of the director or key managerial personnel who is related
1	RS Homcon Limited	Bungalow No.17 “Windsor Villa” Village: Jivapur(ba) Chotila Taluka Surendranagar District, Gujarat	Furnished House	Rent: ₹19,875/- Security Deposit: ₹50,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal
2	RS Homcon Limited	Bungalow No.18 “Windsor Villa” Village: Jivapur(ba) Chotila Taluka Surendranagar District, Gujarat	Furnished House	Rent: ₹18,400/- Security Deposit: ₹50,000/-	Mr. Shiv Prakash Mittal Mr. Rajesh Mittal Mr. Saurabh Mittal Mr. Shobhan Mittal

The above lease/leave and license agreements shall be executed for a period of 11 months in each occasion or for such period as may be deemed prudent to the Board of your Company and may be renewed as and when due and the rent shall be increased up to 5% per annum over the rent of the previous period.

Your Company has obtained Registered Valuer’s Reports containing the prevailing market rent of the above properties and the same will be made available to the Members for inspection at the Registered Office of the Company on all working days, except on Saturdays, between 11:00 a.m. and 1:00 p.m.

Further, brief details of the related parties are as below:

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors/ Partner of Related Party	No. of Shares/ Profit & loss sharing ratio held by the directors/ Partners
1	Prime Holdings Private Limited	Promoter Group Company of Greenply Industries Limited	Mr. Shiv Prakash Mittal	Nil
			Ms. Santosh Mittal	294400
			Mr. Shobhan Mittal	600850
2	Prime Properties Private Limited	Promoter Group Company of Greenply Industries Limited	Mr. Saurabh Mittal	254000
			Ms. Parul Mittal	15000
3	S. M. Management Private Limited	Promoter Group Company of Greenply Industries Limited	Mr. Rajesh Mittal	582800
			Ms. Karuna Mittal	931600

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors/ Partner of Related Party	No. of Shares/ Profit & loss sharing ratio held by the directors/ Partners
4	Trade Combines, Partnership Firm	Promoter Group of Greenply Industries Limited	Mr. Shiv Prakash Mittal	15%
			Mr. Rajesh Mittal	1%
			Mr. Saurabh Mittal	25%
			Mr. Shobhan Mittal	44%
			Ms. Santosh Mittal	5%
			Ms. Karuna Mittal	1%
			Ms. S.D. Palriwal	1%
			Ms. Parul Mittal	8%
5	Himalaya Granites Limited	Promoter Group Company of Greenply Industries Limited and Mr. Saurabh Mittal, along with his relatives, holds more than 2% of paid-up share capital of Himalaya Granites Limited	Mr. Saurabh Mittal	10000
			Mr. Ramesh Kumar Haritwal	200
			Mr. Beni Gopal Saraf	Nil
			Mr. Mahesh Kumar Malpani	Nil
			Mr. Pradip Manharlal Domadia	700
6	RS Homcon Limited	Promoter Group Company of Greenply Industries Limited and both Mr. Rajesh Mittal and Mr. Shobhan Mittal hold more than 2% of paid-up share capital of RS Homcon Limited	Mr. Rajesh Mittal	10000
			Ms. Karuna Mittal	10000
			Mr. Shobhan Mittal	10000
			Ms. Chitwan Mittal	10000

Mr. Shiv Prakash Mittal, Mr. Rajesh Mittal, Mr. Saurabh Mittal and Mr. Shobhan Mittal, Directors of the Company and their relatives are interested in the proposed resolutions nos. 20, 23, 24 and 25.

Mr. Saurabh Mittal, Director of the Company and his relatives (including Mr. Shiv Prakash Mittal and Mr. Shobhan Mittal, Directors of the Company) are interested in the proposed resolution no. 21.

Mr. Rajesh Mittal, Director of the Company and his relatives (including Mr. Shiv Prakash Mittal, Director of the Company) are interested in the proposed resolution no. 22.

None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party.

Your Board recommends passing of the resolutions under Item nos. 20 to 25 of the Notice as Special Resolutions.

Place: Kolkata  
Date: May 29, 2014

By Order of the Board  
**For Greenply Industries Limited**

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

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



**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	<b>GREENPLY INDUSTRIES LIMITED</b>
Registered Office	Makum Road, Tinsukia, Assam- 786125 Tel: (033)3051-5000, 2282-2175 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

2) Name: ..... Address: .....

Email Id: ..... Signature: ....., or failing him

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 24th Annual General Meeting of the company, to be held on the Friday, 22nd August, 2014 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, 2014, including the Audited Balance Sheet as at March 31, 2014 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, 2014.
3	To appoint a director in place of Mr. Shiv Prakash Mittal (DIN:00237242) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4	To appoint M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as a Statutory Auditor of the Company and to fix their remuneration.
5	To authorize the Board of Directors of the Company, under Section 180(1)(c) of the Companies Act, 2013, to borrow up to ₹2,000 crores.
6	To authorize the Board of Directors of the Company, under Section 180(1)(a) of the Companies Act, 2013, to create mortgages, hypothecations or charges on the assets of the Company for securing the borrowings up to ₹2,000 crores.
7	To appoint Mr. Susil Kumar Pal (DIN: 00268527) as an Independent Director of the Company.

Cont...

Resolution No.	Resolutions
8	To appoint Mr. Vinod Kumar Kothari (DIN: 00050850) as an Independent Director of the Company.
9	To appoint Mr. Anupam Kumar Mukerji (DIN: 00396878) as an Independent Director of the Company.
10	To appoint Ms. Sonali Bhagwati Dalal (DIN: 01105028), as an Independent Director of the Company.
11	To appoint Mr. Upendra Nath Challu (DIN: 05214065), as an Independent Director of the Company.
12	To revise the terms and conditions of appointment of director Mr. Moina Yometh Konyak (DIN: 00669351)
13	To revise the terms and conditions of appointment of Mr. Saurabh Mittal (DIN: 00273917), Joint Managing Director and CEO of the Company.
14	To approve the remuneration of the cost auditors of the Company M/s. D. Radhakrishnan and Co., Cost Accountants.
15	To approve and adopt new Articles of Association of the Company
16	To approve the contracts/arrangements of the Company for sale of products to related parties under Section 188 of the Companies Act, 2013.
17	To approve the contracts/arrangements of the Company to purchase raw materials, semi-finished and finished goods from a related party under Section 188 of the Companies Act, 2013.
18	To approve to give guarantee or provide security in respect of loan made to the subsidiaries Greenlam Asia Pacific Pte. Ltd., Greenlam America, Inc. and Greenlam Europe (UK) Limited.
19	To approve to give guarantee or provide security in respect of loan made to the subsidiary Greenply Trading Pte. Ltd. and joint venture company Greenply Alkema (Singapore) Pte. Ltd.
20	To approve the lease/leave and license agreement with Prime Holdings Private Limited under Section 188 of the Companies Act, 2013
21	To approve the lease/leave and license agreement with Prime Properties Private Limited under Section 188 of the Companies Act, 2013
22	To approve the lease/leave and license agreement with S. M. Management Private Limited under Section 188 of the Companies Act, 2013
23	To approve the lease/leave and license agreement with Trade Combines, Partnership Firm under Section 188 of the Companies Act, 2013
24	To approve the lease/leave and license agreement with Himalaya Granites Limited under Section 188 of the Companies Act, 2013
25	To approve the lease/leave and license agreement with RS Homcon Limited under Section 188 of the Companies Act, 2013

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2014.

Affix Revenue Stamp
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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

(CIN : L20211AS1990PLC003484)

Regd. Office: Makum Road, Tinsukia, Assam- 786125  
Tel: (033)3051-5000, 2282-2175 Fax: (033)3051-5010  
Email: kolkata@greenply.com Website: www.greenply.com

## 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 24th Annual General Meeting of the Company being held on Friday, the 22nd August, 2014 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 \_\_\_\_\_

**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

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## ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
140711012	

**Note:**

Please read the note nos. 14, 15 and 21 to the Notice of the 24th Annual General Meeting dated 29th May, 2014, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10.00 a.m. on August 13, 2014 and ends at 10.00 p.m. on August 14, 2014.