

**GREENPLY INDUSTRIES LIMITED**

Regd. Office: Makum Road, Tinsukia, Assam - 786 125, India  
 Corporate Office: "Madgul Lounge", 5th & 6th Floor,  
 2/ Chetia Central Road, Kolkata - 700 027, India  
 Phone: (033) 3051-5000, Fax: (033) 3051-5010,  
 Email: investors@greenply.com / kaushal@greenply.com, Website: www.greenply.com  
 CIN: L20211AS1990PLC003484

In the Hon'ble National Company Law Tribunal, Guwahati Bench  
**COMPANY APPLICATION NO. CA (C.A.A.)09/GB/2018**  
 in the matter of the Companies Act, 2013;

**AND**

In the matter of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013;

**AND**

In the matter of Composite Scheme of Arrangement between Greenply Industries Limited ("Demerged Company") and Greenpanel Industries Limited ("Resulting Company") and their respective shareholders and creditors

Greenply Industries Limited, )  
 A Company incorporated under the provisions )  
 of the Companies Act, 1956 having )  
 its registered office at Makum Road, )  
 P.O. Tinsukia, Tinsukia 786125, Assam, India )  
 .....First Applicant Company

**AND**

Greenpanel Industries Limited, )  
 A Company incorporated under the provisions )  
 of the Companies Act, 2013 having )  
 its registered office at Makum Road, )  
 P.O. Tinsukia, Tinsukia 786125, Assam, India )  
 .....Second Applicant Company

**NOTICE GIVEN PURSUANT TO THE ORDER DATED DECEMBER 12, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, GUWAHATI BENCH**

Notice is hereby given that by an order dated December 12, 2018 ("Order"), the Guwahati Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the equity shareholders of Greenply Industries Limited ("Demerged Company") for the purpose of considering, and if thought fit, approving with or without modification, the arrangement proposed to be made between the Demerged Company and Greenpanel Industries Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") under Sections 230 to 232 read with Section 66 of the Companies Act, 2013, in pursuance of the Order and as directed therein, further notice is hereby given that the meeting of the equity shareholders of the Demerged Company will be held at 10:00 a.m. on Monday, 4th February, 2019 at the registered office of the Company at Makum Road, Tinsukia-786125, Assam, at which time and place the equity shareholders are requested to attend.

**TAKE FURTHER NOTICE** that the equity shareholders of the Demerged Company may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by them or their authorized representative, is deposited at the registered office of Greenply Industries Limited at Makum Road, P.O. Tinsukia, Tinsukia 786125, Assam, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Copy of Notice (including Scheme and other accompanying documents) and the statement under Sections 230(3), 232(1) & (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Explanatory Statement"), along with the form of proxy can be obtained free of charge at the registered office of the Demerged Company or from the office of its advocates at M/s. OMINIRA ASSOCIATES LLP, C/O R.N. Phukan, House No.19, Sayajee Sati Campus, Opp. Jor Pukhuri, Uzan Bazar, Guwahati-781001 on all working days (except Saturdays, Sundays and public holidays) during 10:00 a.m. to 4:00 p.m.

**TAKE FURTHER NOTICE** that in compliance with the provisions of (i) Section 108 of the Companies Act, 2013; (ii) Rule 6(3)(x) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015; and (v) Circular No. CFO/D1/343R/241721 dated March 10, 2017 issued by the Securities and Exchange Board of India (as may be amended from time to time), the Demerged Company has provided the facility of remote e-voting and postal ballot facility to the shareholders, so as to enable the shareholders to consider and approve the Scheme. Accordingly, the shareholders can cast their vote either through postal ballot or remote e-voting or through poll at the venue of the meeting.

**TAKE FURTHER NOTICE** that:

- a) Voting through postal ballot shall commence on Saturday, 5th January, 2019 at 10:00 a.m. and shall close on Sunday, 3rd February, 2019 at 5:00 p.m.
- b) The equity shareholders exercising their vote through postal ballot are required to return the postal ballot form duly completed in the self-addressed postage prepaid Business Reply Envelope, so as to reach the scrutinizer not later than 5:00 p.m. on Sunday, 3rd February, 2019. If any postal ballot is received after 5:00 p.m. on Sunday, 3rd February, 2019, it will be considered that no reply from the equity shareholder has been received.
- c) The equity shareholders who have not received the postal ballot form may apply to the Demerged Company and obtain a duplicate copy or can download the same from the website of the Demerged Company.
- d) E-voting shall commence on Saturday, 5th January, 2019 at 10:00 a.m. and shall close on Sunday, 3rd February, 2019 at 5:00 p.m. During this period, the shareholders of the Demerged Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 31st December, 2018, may cast their vote electronically. The remote e-voting module will not be allowed beyond the aforesaid date and time and shall be disabled by Central Depository Services (India) Limited ("CDSL") for voting thereafter. A person who is not a member as on the cut-off date should treat the Notice for information purposes only.
- e) The process and the manner for exercising the votes through remote e-voting process is explained in the Notice which has been sent to all equity shareholders of the Demerged Company.
- f) It is clarified that the votes cast by means of remote e-voting or postal ballot does not disentitle an equity shareholder as on the cut-off date, that is December 31, 2018 from attending the meeting. However, the equity shareholders who have cast their votes by remote e-voting or postal ballot will not be eligible to cast their votes at the meeting.
- g) The equity shareholders of the Demerged Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. December 31, 2018, only shall be allowed to cast their vote remotely and electronically or through postal ballot or through poll at the venue of the meeting. The voting rights of the equity shareholders of the Demerged Company shall be in proportion to their shareholding in the paid up equity share capital of the Demerged Company.
- h) Each equity shareholder can opt for only one mode for voting i.e. either by postal ballot or by e-voting. If you opt for e-voting, then please do not vote by postal ballot and vice versa. In case equity shareholders cast their vote via both modes i.e. Postal Ballot as well as e-voting then voting done through e-voting shall prevail and postal ballot of that member shall be treated as invalid.
- i) The Demerged Company has completed the dispatch of the Notice (along with its accompanying documents) through permitted modes on January 3, 2019 along with the postal ballot form and a self-addressed postage prepaid Business Reply Envelope amongst others, to the equity shareholders whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Monday, 31st December, 2018.
- j) NCLT has appointed, Mr. Dilip Kumar Sarawagi, of DKS & Co. (ACS 13020 C.P.O. 3060), Practising Company Secretaries of 173, M. G. Road, 1st Floor, Kolkata 700007, as the Scrutinizer to scrutinize the voting through e-voting process, through postal ballot and voting at the venue of the Meeting.
- k) In case of any grievances associated with voting through postal ballot or e-voting, please contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at "Madgul Lounge", 6th Floor, 2/ Chetia Central Road, Kolkata-700 027, Phone: (033) 3051 5000, Email: investors@greenply.com/kaushal@greenply.com.

NCLT has appointed Mr. Shiv Prakash Mittal, Executive Chairman of the Demerged Company as the Chairperson and failing him, Mr. Susil Kumar Pal, Independent Director of the Demerged Company as the Alternate Chairperson of the said Meeting, including for any adjournment or adjournments thereof.

This is to inform that the Notice of the said meeting along with other accompanying documents can be viewed and downloaded from the Demerged Company's website i.e. www.greenply.com/investors and are available on the BSE Limited (BSE) website (www.bseindia.com) and National Stock Exchange of India Ltd. (NSE) website (www.nseindia.com).

The Scheme, if approved at the meeting, will be subject to further approval of the Hon'ble National Company Law Tribunal, Guwahati Bench.

Sd/-  
 Shiv Prakash Mittal (DIN: 00237242)  
 Date: 03.01.2019 The Chairperson appointed for the meeting  
 Place: Kolkata

Registered office:  
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