

GREENPLY INDUSTRIES LIMITED

Regd. Office: Makum Road, Tinsukia, Assam - 786 125, India
 Corporate Office: "Madgul Lounge", 5th & 6th Floor,
 23 Chella Central Road, Kolkata - 700 027, India
 Phone: (033) 3051-5000, Fax: (033) 3051-5010,
 Email: kaushal@greenply.com, Website: www.greenply.com
 CIN: L20211AS1990FL0003484

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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 creditors 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 a meeting of the creditors of the Demerged Company will be held at 11:30 a.m. on Monday, 4th February, 2019 at the registered office of the Demerged Company at Makum Road, Tinsukia-786125, Assam, at which time and place the creditors are requested to attend.

TAKE FURTHER NOTICE that the creditors 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 Mr. DINAKAR ASSOCIATES LLP, C/O R.N. Phukan, House No. 19, Satya Sai 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 all applicable rules and regulatory provisions, the Demerged Company has provided the facility of voting through postal ballot to the creditors, so as to enable the creditors, to consider and approve the Scheme. Accordingly, the creditors can cast their vote either through postal ballot or through poll at the venue of the meeting.

TAKE FURTHER NOTICE that:

- Voting through postal ballot shall commence on Saturday, 4th January, 2019 at 10:00 a.m. and shall close on Sunday, 3rd February, 2019 at 5:00 p.m.
- The creditors 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 creditor has been received.
- The creditors 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.
- It is clarified that the votes cast by means of postal ballot does not disentitle a creditor as on the cut-off date, that is December 21, 2018 from attending the meeting. However, the creditors who have cast their votes by postal ballot will not be eligible to cast their votes at the meeting.
- The creditors of the Demerged Company, as on the cut-off date, i.e. December 21, 2018, only shall be allowed to cast their vote through postal ballot or through poll at the venue of the meeting.
- The Demerged Company has completed the dispatch of the Notice through permitted modes on January 3, 2019.
- A Notice along with its accompanying documents (including postal ballot form and a self-addressed postage prepaid Business Reply Envelope) convening meeting of the creditors has been sent to all the creditors whose names appear in the books of accounts of the Demerged Company as on Friday, 21st December, 2018.
- The voting rights of the creditors of the Demerged Company shall be in proportion to the principal amount due in the name of the respective Creditor as on Friday, December 21, 2018, being the cut-off date.
- NCLT has appointed, Mr. Dilip Kumar Sarawagi, of DKS & Co. (ACS 13020 C.P.NO. 3090), Practising Company Secretaries of 173, M. G. Road, 1st Floor, Kolkata 700007, as the Scrutinizer to scrutinize the voting through postal ballot and voting at the venue of the Meeting.
- In case of any grievances associated with voting through postal ballot, please contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at "Madgul Lounge", 6th Floor, 23 Chella Central Road, Kolkata - 700 027, Phone: (033) 3051 5000; Email: 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 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 National Company Law Tribunal, Guwahati Bench.

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

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