



Greenply/2022-23
September 9, 2022

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Security Code: 526797

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051
Symbol - GREENPLY

Dear Sir/Madam

Sub: Submission of Addendum to notice of the 32nd (Thirty Second) Annual General Meeting ('AGM') of the Members of Greenply Industries Limited

We invite your kind attention to the Notice dated 5th August, 2022 for the 32nd (Thirty Second) Annual General Meeting ('AGM') of the Members of Greenply Industries Limited to be held on 21st of September, 2022. The enclosed additional information is being provided with respect to the item number 4 of the said Notice. The addendum to the Notice, as enclosed herewith, forms an integral part of the AGM Notice dated 5th August, 2022.

The said addendum is also available on the website of the Company at www.greenply.com/investors

Thanking you,

Yours faithfully,
For **Greenply Industries Limited**

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AGARWAL
Digitally signed
by KAUSHAL
KUMAR
AGARWAL
Date: 2022.09.10
14:34:44 +05'30'

Kaushal Kumar Agarwal
Company Secretary &
Vice president-legal

Encl.: A/a

Greenply Industries Limited

'Madgul Lounge', 5th & 6th Floor, 23 Chetla Central Road, Kolkata-700027, West Bengal, India
T : +91 33 24500400, 30515000 F : +91 33 24500410, 30515010 | Toll Free : 1800-103-4050 Whatsapp : 9007755000
E : sales.ply@greenply.com Web : www.greenplyplywood.com | www.greenply.com | www.askgreenply.com
Registered Office : Makum Road, Tinsukia - 786125, Assam, India | Corporate Identity Number : L20211AS1990PLC003484

GREENPLY INDUSTRIES LIMITED

Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125, India
Corporate Office: "Madgul Lounge", 23 Chetla Central Road, 5th & 6th Floor
Kolkata - 700 027, India
Phone: (033) 3051-5000, Fax: (033) 3051-5010,
Email: investors@greenply.com, Website: www.greenply.com
CIN: L20211AS1990PLC003484

Addendum to notice of the 32nd (Thirty Second) Annual General Meeting ('AGM') of the Members of Greenply Industries Limited

Dear Members,

We invite your kind attention to the Notice dated 5th August, 2022 for the 32nd (Thirty Second) Annual General Meeting ('AGM') of the Members of Greenply Industries Limited to be held on 21st of September, 2022. The following additional information is being provided with respect to the item number 4 of the said Notice.

Explanatory statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RESOLUTION AT ITEM NO. 4: TO RE-APPOINT STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

The Shareholders of the Company at their 27th Annual General Meeting held on 21st August, 2017 had approved appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years i.e. from the conclusion of 27th Annual General Meeting, until the conclusion of the 32nd Annual General Meeting to be held in Financial Year 2022. As per the provisions of Section 139 of the Companies Act 2013, the term of office of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as Statutory Auditors of the Company will conclude from the close of the forthcoming AGM of the Company.

The Company has received a letter from B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W100022) confirming, inter alia, their eligibility under Section 139 of the Companies Act, 2013 read with allied rules and that the appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013. The Board of Directors of the Company in their meeting held on 16th May, 2022, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. and based on the recommendations of the Audit Committee, has recommended the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 for the second consecutive term of 5 (Five) years from the conclusion of 32nd Annual General Meeting, until the conclusion of the 37th Annual General Meeting to be held in Financial Year 2027, for the approval of the Members.

Details in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as follows -

The re-appointment is proposed to be made at the existing terms and conditions, except the remuneration, which may be decided by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

The re-appointment is proposed to be made in view of the expertise and experience of the Statutory Auditors, as per the credentials provided below.

B S R & Co. ('the firm') was constituted on 27 March, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai 400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W100022) was paid a Statutory Audit fees of Rs.34.00 lakhs (excluding Rs.9.50 lakhs towards fees for Limited Review of Quarterly Results and Rs.3.96 lakhs towards certification fees) for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 plus applicable taxes and reimbursement of expenses. The increase in fees proposed to be paid to the Statutory Auditor for the financial year ending March 31, 2023 and onwards will be mutually agreed basis the efforts involved and shall not exceed 15% of the said fees (except reimbursement of expenses which shall be paid on actual basis) paid for the immediate previous year. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolutions set forth in item no. 4 for the approval of Members by way of an Ordinary Resolution.

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 mentioned at Item No. 4 of the Notice.

The statement as aforesaid forms an integral part of the Notice dated 5th August, 2022. All other contents of the Notice remain unchanged.

Place: Kolkata

Date: September 9, 2022

Registered Office:

Makum Road

P.O. Tinsukia, Assam - 786 125

By order of the Board
For Greenply Industries Limited

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AGARWAL
Digitally signed by
KAUSHAL KUMAR
AGARWAL
Date: 2022.09.10
14:35:18 +05'30'

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal