



Greenply/2022-23  
30<sup>th</sup> March, 2023

**The Manager**

BSE Limited  
Department of Corporate Services  
Floor 25, P. J. Towers, Dalal Street  
Mumbai - 400 001  
Scrip 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 the minutes of the proceeding relating to the declaration of results of the Postal Ballot process through remote e-voting**

With reference to the captioned subject, please find enclosed minutes of the proceeding relating to the declaration of results of the Postal Ballot process through remote e-voting in respect to special businesses stated in the Postal Ballot Notice dated February 13, 2023.

Thanking you,

Yours faithfully,

**For Greenply Industries Limited**

**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

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**Registered Office** : Makum Road, Tinsukia - 786125, Assam, India | **Corporate Identity Number** : L20211AS1990PLC003484

**MINUTES OF THE PROCEEDING RELATING TO THE RESULTS OF THE POSTAL BALLOT VOTING THROUGH REMOTE E-VOTING PROCESS OF M/S. GREENPLY INDUSTRIES LIMITED HAVING ITS REGISTERED OFFICE AT MAKUM ROAD, TINSUKIA, ASSAM-786 125 DECLARED ON THURSDAY, 30<sup>TH</sup> MARCH 2023 AT 4:00 P.M.**

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The Company had completed the dispatch of postal ballot notice dated 13<sup>th</sup> February, 2023 on 27<sup>th</sup> February, 2023 only through electronic mode to all the shareholders of the Company, whose names appear in the Register of Members/list of Beneficial Owners as on the “cut-off date” i.e., February 24, 2023 and whose e-mail addresses are registered with the Company/RTA/Depositories. The assent or dissent of the members were sought for passing of 2 (two) special businesses only through remote e-voting on or before 5:00 p.m. on 29<sup>th</sup> March, 2023 (the last time and date fixed for remote e-voting). The advertisement containing relevant details as required by the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, was published on 28<sup>th</sup> March, 2023 in Business Standard, English (all editions), The Times of India, English (Guwahati & Kolkata editions) and Dainandin Barta, Assamese Language.

The Board of Directors of the Company at their Meeting held on 13<sup>th</sup> February, 2023 had approved the said notice and appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co. of 173, M. G. Road, 1st Floor, Kolkata - 700 007 as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

According to the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and other applicable provisions, if any, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided only remote e-voting facility to its members in order to enable them to exercise their votes. The e-voting portal of CDSL for voting purpose was kept open from 10:00 a.m. on 28<sup>th</sup> February, 2023 to 5:00 p.m. on 29<sup>th</sup> March, 2023.

Mr. Dilip Kumar Sarawagi Practicing Company Secretary, Proprietor of M/s. DKS & Co. submitted his report on 30<sup>th</sup> March, 2023 to Mr. Rajesh Mittal, Chairman cum Managing Director of the Company.

On the basis of the report of the Scrutinizer Mr. Rajesh Mittal, Chairman cum Managing Director of the Company declared the results of the postal ballot voting by way of remote e-voting process on Thursday, 30<sup>th</sup> March, 2023.

The results of postal ballot process through remote e-voting along with the Scrutinizer’s report has been placed on the website of the Company at [www.greenply.com/investors](http://www.greenply.com/investors). The same shall also be published in the newspapers Business Standard, English (all editions), The Times of India, English (Guwahati & Kolkata editions) and Dainandin Barta, Assamese on 31<sup>st</sup> March, 2023.

On the basis of the Scrutinizer’s report, the Resolutions as mentioned in the postal ballot notice dated 13<sup>th</sup> February, 2023 have been duly approved by the Members and shall be deemed to have been passed at an Extraordinary General Meeting on 29<sup>th</sup> March, 2023, being the last date of remote e-voting. The resolutions passed are as under:

**Resolution No. 1 (Special Resolution):**

**SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF ASSAM TO THE STATE OF WEST BENGAL**

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“**Rules**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Assam” to the “State of West Bengal”.

**RESOLVED FURTHER THAT** upon shifting of the registered office, becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

“II. The Registered Office of the Company shall be situated in the state of West Bengal.”

**RESOLVED FURTHER THAT** the Board / Operational Committee of the Board of Directors of the Company be and is hereby authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**Resolution No. 2 (Special Resolution):**

**RE-APPOINTMENT OF MR. SANIDHYA MITTAL (DIN-06579890) AS A JOINT MANAGING DIRECTOR OF THE COMPANY.**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17(6)(e) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanidhya Mittal (DIN-06579890) as a Joint Managing Director of the Company, for a period of 5 years with effect from 7th February, 2023 to 6th February, 2028, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

**Salary & Perquisites:**

1	Basic Salary: Rs.10,00,000/- per month.
2	Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.
3	House Rent Allowance: Rs.1,00,000 per month.
4	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6	Reimbursement of membership fees for a maximum of two clubs.
7	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
8	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
9	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

**Other Terms and Conditions:**

- The terms and conditions of appointment of Mr. Sanidhya Mittal may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of Companies Act, 2013 or any other applicable laws, as may be applicable (including any amendment or re-enactment thereof).
- No sitting fees will be paid to Mr. Sanidhya Mittal for attending meeting of the Board of Directors or any committee thereof.

- His office shall be liable to determination by retirement of directors by rotation.
- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17 (6)(e) of the SEBI LODR as amended from time to time, recommendation of the Nomination and Remuneration Committee, and the approval of Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby also accorded for the payment of aforesaid annual remuneration (including any fees or compensation payable) to Mr. Sanidhya Mittal, being promoter of the Company, which is in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI LODR.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions and do all other things incidental and ancillary thereof.”

The summary of the voting results relating to the Postal Ballot voting (including E-voting) are set out in the table below:

	No. of issued shares of the Company	No. of votes polled	No. of valid votes polled	No. of invalid votes polled	No. of Valid Votes – in favour	No. of Valid Votes – against	% of Votes in favour on valid votes polled	% of Votes against on valid votes polled
	1	2	3	4	5	6	(7) = [(5)/(3)] * 100	(8) = [(6)/(3)] * 100
<b>Resolution 1:</b> Shifting of Registered Office of the Company from the state of Assam to the state of West Bengal and consequent alteration of the Memorandum of Association (“MOA”).								
Physical		0	0	0	0	0	0.0000	0.0000
Electronic		105177529	105177529	0	105173165	4364	99.9959	0.0041
<b>Total</b>	<b>12,28,72,645</b>	<b>105177529</b>	<b>105177529</b>	<b>0</b>	<b>105173165</b>	<b>4364</b>	<b>99.9959</b>	<b>0.0041</b>
<b>Resolution 2:</b> Re-appointment of Mr. Sanidhya Mittal (DIN-06579890) as Joint Managing Director of the Company, liable to retire by rotation, for the period of 5 (five) years with effect from 7th February, 2023 to 6th February, 2028.								
Physical		0	0	0	0	0	0.0000	0.0000
Electronic		105177529	105177529	0	96371396	8806133	91.6274	8.3726
<b>Total</b>	<b>12,28,72,645</b>	<b>105177529</b>	<b>105177529</b>	<b>0</b>	<b>96371396</b>	<b>8806133</b>	<b>91.6274</b>	<b>8.3726</b>

For **GREENPLY INDUSTRIES LIMITED**

**RAJESH MITTAL**  
**CHAIRMAN CUM MANAGING DIRECTOR**  
**(DIN: 00240900)**

Place: Kolkata  
Date: 30.03.2023