



Greenply/2024-25
29th March, 2025

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 business stated in the Postal Ballot Notice dated February 6, 2025.

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
T: +91 33 24500400, 30515000 | E: kaushal.agarwal@greenply.com | www.greenply.com | CIN: L20211WB1990PLC268743
Registered Office: 'Madgul Lounge', 6th Floor, 23 Chetla Central Road, Chetla, Kolkata - 700027, West Bengal, India

MINUTES OF THE PROCEEDING RELATING TO THE RESULT OF THE POSTAL BALLOT VOTING THROUGH REMOTE E-VOTING PROCESS OF GREENPLY INDUSTRIES LIMITED HAVING ITS REGISTERED OFFICE AT "MADGUL LOUNGE", 6TH FLOOR, 23 CHETLA CENTRAL ROAD, KOLKATA - 700 027 DECLARED ON SATURDAY, 29TH MARCH 2025 AT 3:00 P.M.

The Company had completed the dispatch of postal ballot notice dated 6th February, 2025 on 26th February, 2025 only through electronic mode to all the shareholders of the Company, whose names appeared in the Register of Members/List of Beneficial Owners as on the "cut-off date" i.e., February 21, 2025 and whose e-mail addresses are registered with the Company/RTA/Depositories. The assent or dissent of the members were sought for passing of a special business only through remote e-voting on or before 5:00 p.m. on 28th March, 2025 (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 27th February, 2025 in Business Standard, English Language (all editions), and Aajkaal (Bengali Language).

The Board of Directors of the Company at their Meeting held on 6th February, 2025 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 09:00 a.m. (IST) on Thursday, February 27, 2025 to 5:00 p.m. (IST) Friday, March 28, 2025.

Mr. Dilip Kumar Sarawagi Practicing Company Secretary, Proprietor of M/s. DKS & Co. submitted his report on 29th March, 2025 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 Saturday, 29th March, 2025.

The result of postal ballot process through remote e-voting along with the Scrutinizer's report shall be placed on the website of the Company at www.greenply.com/investors. The same shall also be publish in the newspapers Business Standard, English Language (all editions) and Aajkaal (Bengali Language) on 31st March, 2025.

On the basis of the Scrutinizer's report, the Ordinary Resolution as mentioned in the postal ballot notice dated 6th February, 2025 have been duly approved by the Members and shall be deemed to have been passed at an Extra-ordinary General Meeting on 28th March, 2025, being the last date of remote e-voting. The resolution passed is as under:

Resolution No. 1 (Ordinary Resolution):

APPROVAL OF RE-APPOINTMENT OF MR. MANOJ TULSIAN [DIN: 05117060] AS AN EXECUTIVE DIRECTOR IN THE CAPACITY OF JOINT MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 152, 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 applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), applicable clauses of the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee, 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. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & Chief Executive Officer of the Company for a further period of 5 (five) years with effect from February 11, 2025 up to February 10, 2030, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

Sr. No.	Components	Monthly (Rs.)	Annual (Rs.)
1.	Basic Salary	7,50,000	90,00,000
2.	Other Allowances/Reimbursement of Expenses	11,25,000	1,35,00,000
3.	Commission: As decided by the Board of Directors of the Company based on yearly performance evaluation.		
4.	ESOP: As per the ESOP Scheme of the Company, if any.		
5.	Gratuity: As per Payment of Gratuity Act, 1972 (as amended from time to time)		
6.	Reimbursement of membership fees for a maximum of two clubs.		
7.	Personal Accident, Mediclaim, Term Insurance including Future Service Gratuity Insurance policies as per the Company's Policy.		
8.	Chauffeur Driven 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.		

Other Terms and Conditions:

- The terms and conditions of re-appointment including the remuneration of Mr. Manoj Tulsian may be altered and varied from time to time by the Board (which shall be deemed to include the Committee of the Board of Directors) 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 amendment or re-enactment thereof.
- The Basic Salary and Other Allowances/Reimbursement of Expenses of Mr. Manoj Tulsian may be increased up to 20 % annually.
- No sitting fees will be paid to Mr. Manoj Tulsian for attending meeting of the Board of Directors or any committee thereof. His Office shall be liable to retire by rotation.
- Total Remuneration of Mr. Manoj Tulsian in any financial year shall not exceed 5% of the net profit of the Company during that year except for the financial year 2024-2025. On 30th September 2024, members had approved the increase in the managerial remuneration of Mr. Manoj Tulsian for the financial year 2024-2025, to enable him exercise already vested ESOPs.
- The re-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 for the purpose of giving effect to this Resolution, the Board of Directors 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 any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

The summary of the voting result 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
Resolution 1: Approval of re-appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & Chief Executive Officer of the Company.								
Physical		0	0	0	0	0	0.0000	0.0000
Electronic		104307025	104307025	0	100055455	4251570	95.9240	4.0760
Total	12,48,73,295	104307025	104307025	0	100055455	4251570	95.9240	4.0760

For **GREENPLY INDUSTRIES LIMITED**

RAJESH MITTAL
CHAIRMAN CUM MANAGING DIRECTOR
(DIN: 00240900)

Place: Kolkata
Date: 29.03.2025