



Greenply/2025-26  
November 29, 2025

**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 Notice of Postal Ballot through remote e-voting**

With reference to the captioned subject, please find enclosed copy of Postal Ballot Notice dated November 4, 2025, along with explanatory statement in respect of seeking approval of Shareholders for re-appointment of Mr. Rajesh Mittal [DIN: 00240900] as an Executive Director in the capacity of Chairman cum Managing Director of the Company for a further period of 5 (five) years with effect from January 1, 2026 up to December 31, 2030.

This is for your kind information and record.

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



## GREENPLY INDUSTRIES LIMITED

CIN: L20211WB1990PLC268743

Registered Office: "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata - 700 027

Phone: (033) 3051-5000, Email: [investors@greenply.com](mailto:investors@greenply.com), Website: [www.greenply.com](http://www.greenply.com)

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s) of  
**Greenply Industries Limited**

**Notice** is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("Act, 2013") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in terms of Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, SEBI/HO/CFD/PoD2/ CIR/P/0155, dated November 11, 2024 issued by the Securities and Exchange Board of India ("SEBI") including earlier circulars issued in this regard (hereinafter collectively referred to as "Circulars") and other applicable provisions of the Act, 2013, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below seeking approval of members of the Company for re-appointment of Mr. Rajesh Mittal [DIN: 00240900] as an Executive Director in the capacity of Chairman cum Managing Director of the Company for a further period of 5 (five) years with effect from January 1, 2026 to December 31, 2030, as detailed below, is proposed to be passed as Special Resolution, by the Members of Greenply Industries Limited ("**Company**") through Postal Ballot by means of voting through electronic means ("**remote e-voting**") only.

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/Depositories, please follow the process provided in the Notes for registration of the same. The communication of the assent or dissent of the Members would only take place through the Remote e-voting system.

In the event the draft Resolution as set out in the notice is assented to by the requisite majority by means of Postal Ballot through e-voting, it shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

A statement pursuant to Section 102 and other applicable provisions of the Act, 2013 pertaining to the appended resolution setting out the material facts and reasons thereof, along with instructions for Remote e-voting, are annexed to this Notice.

The Resolution shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. on Monday, December 29, 2025, if approved by the members with requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution(s):

## **SPECIAL BUSINESS:**

### **Item No. 1:**

#### **RE-APPOINTMENT OF MR. RAJESH MITTAL [DIN: 00240900] AS AN EXECUTIVE DIRECTOR IN THE CAPACITY OF CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 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 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 and 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. Rajesh Mittal [DIN: 00240900] as an Executive Director in the capacity of Chairman cum Managing Director of the Company for a further period of 5 (five) years with effect from January 1, 2026 up to December 31, 2030 (both days inclusive), whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below be and is hereby approved:

#### **Salary & Perquisites:**

1	Basic Salary: Rs.23,00,000/- 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 of Rs.7,30,000/- per month.
4	Other Allowances: Rs.7,70,000 per month.
5	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.
6	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
7	Reimbursement of membership fees for a maximum of two clubs.
8	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
9	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.
10	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 re-appointment of Mr. Rajesh 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 amendment or re-enactment thereof.
- No sitting fees will be paid to Mr. Rajesh 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** consent of the Members be and is hereby accorded for the payment of remuneration to Mr. Rajesh Mittal (Promoter of the Company), as Executive Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI LODR, as amended from time to time.

**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.”

Place: Kolkata

Date: November 4, 2025

Registered Office:

Madgul Lounge, 6<sup>th</sup> Floor

23 Chetla Central Road, Kolkata - 700 027

By Order of the Board  
For Greenply Industries Limited

Kaushal Kumar Agarwal  
Company Secretary &  
Vice President-Legal

## Notes:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 ("Act, 2013") read with the rules framed thereunder ("Rules") stating material facts and reasons for the proposed resolution is annexed hereto for your consideration.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners as on the close of business hours on **November 24, 2025 i.e. "the cut-off date"** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their email address in accordance with the process outlined in this Notice. Members may note that this Notice will be available on the Company's website [www.greenply.com](http://www.greenply.com) and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at [www.evotingindia.com](http://www.evotingindia.com)
3. The relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are uploaded on the website of the Company [www.greenply.com](http://www.greenply.com) to facilitate online inspection till the last date of Remote e-voting. The said documents will also be available for inspection at the Registered Office of the Company on any working day between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting specified in the accompanying Notice.
4. If your e-mail address is not registered with the Company/Depositories, you may register the same by completing the process for registration of e-mail address as under:

Physical Holding	For the Shareholders holding shares in physical mode, who have not registered/updated their email addresses and mobile numbers with the Company are requested to furnish their email addresses and mobile numbers to the Company's Registrars and Share Transfer Agent, M/s. S. K. Infosolutions Pvt. Ltd. of D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata, West Bengal-700032, email: <a href="mailto:skcdilip@gmail.com">skcdilip@gmail.com</a> ; Telephone: +91-33-2412-0027/0029; Fax: +91-33-2412-0027
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

5. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent ("RTA"), M/s. S. K. Infosolutions Pvt. Ltd. at D/42, Katju Nagar Colony, Ground Floor, Near South City Mall, PO & PS - Jadavpur, Kolkata, West Bengal-700032. In case of any queries/difficulties in registering the e-mail address, Members may write to Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Registered Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata - 700 027, Phone: (033) 3051 5000; Email: [kaushal.agarwal@greenply.com](mailto:kaushal.agarwal@greenply.com). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
6. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on November 4, 2025, has appointed Mr. Dilip Kumar Sarawagi [bearing COP No.: 3090], Practicing Company Secretary, Proprietor of M/s. DKS & Co. [bearing Unique Code: S1990WB007300] of 173, M. G. Road, 1st Floor, Kolkata - 700 007 as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
7. **The Remote e-voting period will commence from 9:00 a.m. (IST) on Sunday, November 30, 2025 and will end at 5:00 p.m. (IST) on Monday, December 29, 2025. The e-voting module shall be disabled after 5:00 p.m. on Monday, December 29, 2025.**

8. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote e-voting. The results of the Postal Ballot by way of e-voting will be announced on Tuesday, December 30, 2025, i.e., within 2 (two) working days of the conclusion of the remote e-voting. The result of the postal ballot along with the Scrutinizer report would be intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed and would also be placed on the website of the Company i.e. [www.greenply.com](http://www.greenply.com) and also on the website of Central Depository Services (India) Limited (CDSL), agency being appointed for the purpose of providing remote e-voting facility to the shareholders at [www.evotingindia.com](http://www.evotingindia.com).
9. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office on Tuesday, December 30, 2025, and be published in the newspapers (Business Standard, all editions (English Language) and Aajkaal (Bengali Language)).
10. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal
  - a. This is to inform you that Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023) for Online Resolution of Disputes, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.  
  
Pursuant to the above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal [Scores Home - scores.sebi.gov.in](http://scores.sebi.gov.in) in accordance with the process laid out. After exhausting the above options for resolution of grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
  - b. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>
11. In case you have any queries / clarification connected with the Resolution proposed to be passed through Postal Ballot by way of e-voting please contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Registered Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6th Floor, Kolkata - 700 027, Phone: (033) 3051 5000; Email: [kaushal.agarwal@greenply.com](mailto:kaushal.agarwal@greenply.com). In case of any query/grievance or require any assistance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of CDSL's e-voting website or contact at Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.
12. The instructions for shareholders voting electronically "remote e-voting" are as under:
  - (i) The voting period begins on Sunday, November 30, 2025 at 09:00 a.m. and ends on Monday, December 29, 2025 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. November 24, 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or the users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either</li> </ol>

<p>holding securities in demat mode with <b>NSDL Depository</b></p>	<p>on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



**Helpdesk for Individual Shareholders holding securities in de-mat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of GREENPLY INDUSTRIES LIMITED on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz; [dksincs@yahoo.com](mailto:dksincs@yahoo.com) and [investors@greenply.com](mailto:investors@greenply.com) respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please update your email ID & Mobile No. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - please update your email ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("Act") AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts and reasons relating to the Special Business covered under Item No. 1 of the accompanying Notice dated November 4, 2025.

### **Resolution at Item No. 1**

Mr. Rajesh Mittal [DIN: 00240900] was appointed as an Executive Director in the capacity of Chairman cum Managing Director of the Company for a period of 5 (five) years with effect from January 1, 2021 up to December 31, 2025. Thus, the tenure of Mr. Rajesh Mittal [DIN: 00240900] as a Chairman cum Managing Director of the Company is going to expire on 31st December, 2025.

Pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors at its Meeting held on 4th November, 2025, subject to approval of Members of the Company, has accorded its approval to re-appoint Mr. Rajesh Mittal [DIN: 00240900] as Chairman cum Managing Director of the Company, liable to retire by rotation, for a further period of five years with effect from January 1, 2026 to December 31, 2030, on the terms and conditions including remuneration as mentioned in the resolution.

Mr. Rajesh Mittal being a Key Managerial Personnel and Executive Director of the Company is a related party as per Section 2(76) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013, Regulations 18 and 23 of the Listing Regulations, 2015 and as per the amended terms of reference as approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 4th November, 2025 discussed and approved the same agenda for the approval of the Board.

As per Regulation 17 (1C) of the SEBI LODR, appointment or re-appointment of a person on the Board of Directors, shall be subject to approval of shareholders at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Mittal satisfies all conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013.

Mr. Rajesh Mittal holds a bachelor's degree in commerce from the University of Dibrugarh, Assam. He started his career by setting up a saw mill unit at Tizit, Nagaland through Green Timber Industries Private Limited. He has been associated with the Company since inception. He has over thirty seven years of experience in the fields of factory operations, finance, accounts, commercials, administration, sales and marketing.

Considering operations of the Company and increased involvement of Mr. Rajesh Mittal for the overall growth of the Company especially in respect of setting-up of new manufacturing units, streamlining the production capacities of units, increased product portfolio, exploring new domestic markets, deeper penetration of existing markets and enhancing brand value through various initiatives including scale of operations of the Company, your Directors believe that continued association of Mr. Rajesh Mittal would be of immense benefit to the Company and hence recommends to the Members the Special Resolution at item no. 1 of this Notice for approval to re-appoint Mr. Rajesh Mittal as the Chairman cum Managing Director of the Company, for a further period of five years, in the interest of the Company.

Pursuant to Regulation 17(6)(e) of the SEBI LODR, the fees or compensation payable to executive directors who are promoters or members of the promoter group, is subject to the approval of the members by special resolution in a general meeting, if (i) the annual remuneration payable to a promoter executive director exceeds Rs. 5 crore or 2.5 % of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such promoter executive directors exceeds 5% of the net profits of the listed entity. Such approval is valid till the expiry of the respective terms of the directors. The approval of the members by way of Special Resolution as per Item No. 1 of this Notice shall also be deemed to be approval under Regulation 17(6)(e) of the SEBI LODR.

Details as required to be provided pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025 on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) is provided in Annexure - I to this Notice.

Save and except Mr. Rajesh Mittal and his relative Mr. Sanidhya Mittal, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of the Notice.

Considering the above, the Board recommends the resolution set forth in Item No.1 of the Notice for the approval of the shareholders as a special resolution by way of postal ballot through e-voting.

Pursuant to Regulation 36 of the SEBI LODR and Secretarial Standard 2 (SS-2), the details of Mr. Rajesh Mittal [DIN: 00240900] seeking re-appointment as a Chairman cum Managing Director of the Company through Postal Ballot by means of e-voting are provided below.

Name of the Director	Mr. Rajesh Mittal (DIN 00240900),
Father's Name	Late Sanwarmal Palriwal
Age and Date of Birth	63 yrs. (Date of Birth: 10 November, 1962)
Date of first Appointment	28th November, 1990
Experience/Expertise in specific functional areas*	Mr. Rajesh Mittal holds a bachelor's degree in commerce from the University of Dibrugarh, Assam. He started his career by setting up a saw mill unit at Tizit, Nagaland through Green Timber Industries Private Limited. He has been associated with the Company since inception. He has over thirty seven years of experience in the fields of factory operations, finance, accounts, commercials, administration, sales and marketing.
Qualification	B.Com.
Terms and conditions of re-appointment	As mentioned, in the Resolution and Explanatory Statement of this notice.
Directorship held in other Companies	Listed Entity(ies): Nil Unlisted Entity(ies): 1. RS Homcon Limited 2. Alishan Panels Private Limited 3. Greenply Sandila Pvt. Ltd. 4. Greenply Speciality Panels Private Limited 5. Karuna Investment Pvt. Ltd. 6. Shakuntala Safeinvest Private Limited (Formerly known as Showan Investment Private Limited) 7. Greenply Industries (Myanmar) Private Limited 8. Greenply Alkemaal (Singapore) Pte. Ltd. 9. Greenply Holdings Pte. Ltd.
Listed companies from which the person has resigned in the past three years	Nil

Chairman/Member of the Committee of the Board of Directors of the Company	<b>Chairman:</b> Nil  <b>Member:</b> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee</li> <li>2. Nomination and Remuneration Committee</li> <li>3. Audit Committee</li> <li>4. Corporate Social Responsibility Committee</li> <li>5. Operational Committee</li> </ol>																				
Chairman/Member of the committee of the Board of Directors of other companies in which he is a director	Chairman: Nil  Member: Nil																				
Number of Equity Shares held in the Company	8,500 equity shares of Re.1/- each																				
Number of Board Meetings attended during the Financial year 2024-25	FY 2024-25: 7 (Seven) out of 7 (Seven) Board Meetings held FY 2025-26 (till the date of this Postal Ballot Notice): 4 (Four) out of 4 (Four) meetings held																				
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Sanidhya Mittal, Joint Managing Director																				
Remuneration sought to be paid, if any	<table border="1"> <tr><td>1</td><td>Basic Salary: Rs.23,00,000/- per month.</td></tr> <tr><td>2</td><td>Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.</td></tr> <tr><td>3</td><td>House Rent Allowance of Rs.7,30,000/- per month.</td></tr> <tr><td>4</td><td>Other Allowances: Rs.7,70,000 per month.</td></tr> <tr><td>5</td><td>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.</td></tr> <tr><td>6</td><td>Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.</td></tr> <tr><td>7</td><td>Reimbursement of membership fees for a maximum of two clubs.</td></tr> <tr><td>8</td><td>Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.</td></tr> <tr><td>9</td><td>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.</td></tr> <tr><td>10</td><td>Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.</td></tr> </table>	1	Basic Salary: Rs.23,00,000/- 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 of Rs.7,30,000/- per month.	4	Other Allowances: Rs.7,70,000 per month.	5	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.	6	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.	7	Reimbursement of membership fees for a maximum of two clubs.	8	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.	9	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.	10	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.
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Remuneration last drawn (FY 2024-25)	Salary - Rs. 3,76,86,923 Commission - Rs. 2,09,00,000 Perquisites and other allowances - Rs. 26,44,600																				

\* For additional details on skills, expertise and competencies of Mr. Rajesh Mittal, please refer Corporate Governance Report forming part of the Annual Report for FY 2024-25 available on the website of the Company, [www.greenply.com/investors](http://www.greenply.com/investors)

**Annexure - I**

**Pursuant to the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025 the Minimum Information relating to the proposed Related Party Transaction, in respect of item No. 1**

Sr. No.	Particulars of the information	Information provided by the management																				
a.	Type, material terms and particulars of the proposed transaction;	Re-appointment and remuneration including terms and conditions of re-appointment of Mr. Rajesh Mittal as Chairman cum Managing Director of the Company w.e.f. 01.01.2026 to 31.12.2030.																				
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Rajesh Mittal, Chairman Cum Managing Director of the Company. He is also Promoter of the Company.  Mr. Rajesh Mittal is the father of Mr. Sanidhya Mittal, Joint Managing Director and Promoter of the Company.  Apart from the aforementioned relationship, he is not related to any other Director or Key Managerial Personnel of the Company.																				
c.	Tenure of the proposed transaction (particular tenure shall be specified);	Five Years from 1st January, 2026 to 31st December, 2030.																				
d.	Value of the proposed transaction;	<table><tr><td>1</td><td>Basic Salary: Rs.23,00,000/- per month.</td></tr><tr><td>2</td><td>Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.</td></tr><tr><td>3</td><td>Other Allowances: Rs. 7,70,000/- per month.</td></tr><tr><td>4</td><td>House Rent Allowance of Rs.7,30,000/- per month.</td></tr><tr><td>5</td><td>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.</td></tr><tr><td>6</td><td>Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.</td></tr><tr><td>7</td><td>Reimbursement of membership fees for a maximum of two clubs.</td></tr><tr><td>8</td><td>Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.</td></tr><tr><td>9</td><td>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.</td></tr><tr><td>10</td><td>Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.</td></tr></table>	1	Basic Salary: Rs.23,00,000/- 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	Other Allowances: Rs. 7,70,000/- per month.	4	House Rent Allowance of Rs.7,30,000/- per month.	5	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.	6	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.	7	Reimbursement of membership fees for a maximum of two clubs.	8	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.	9	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.	10	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.
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e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.18% (The above percentage has been computed excluding perquisites, if any, and annual commission which will be based on profit for the relevant financial year hence cannot be ascertained at this point of time)																				
f.	Justification as to why the RPT is in the interest of the listed entity;	Considering operations of the Company and increased involvement of Mr. Rajesh Mittal for the overall growth of the Company especially in respect of setting-up of new manufacturing units, streamlining the production capacities of units, increased product portfolio, exploring new domestic markets, deeper penetration of existing markets and enhancing brand value through various initiatives including scale of operations of the Company, it is proposed to re-appoint Mr. Rajesh Mittal as the Chairman cum Managing Director, whose office shall be liable to retire by rotation.																				

g.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
h.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
i.	Any other information that may be relevant.	The Board of Directors recommends the re-appointment of Mr. Rajesh Mittal as the Chairman Cum Managing Director of the Company in the best interest of the Company.

Place: Kolkata  
Date: November 4, 2025

By Order of the Board  
For Greenply Industries Limited

Registered Office:  
Madgul Lounge, 6<sup>th</sup> Floor  
23 Chetla Central Road, Kolkata - 700 027

Kaushal Kumar Agarwal  
Company Secretary &  
Vice President-Legal