



Greenply/2025-26  
July 31, 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 35<sup>th</sup> Annual General Meeting**

With reference to the captioned subject, please find enclosed Notice of 35th Annual General Meeting of the members of the Company scheduled to be held on Monday, 25th August 2025, at 10:30 a.m. Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC / OAVM") in accordance with the applicable provisions of the Companies Act, 2013 (Act, 2013) and rules framed thereunder read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 09/2024 dated September 19, 2024 and other Circulars issued from time to time in this respect (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read together with Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and other applicable circulars (collectively referred to as "SEBI Circulars").

The aforesaid notice has also been placed on the website of the Company viz. [www.greenply.com/investors](http://www.greenply.com/investors).

We would like to inform you that in respect of 35th Annual General Meeting to be held on Monday, 25th August 2025, the voting rights of a member/beneficial owner shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date i.e. August 18, 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](mailto:kaushal.agarwal@greenply.com) | [www.greenply.com](http://www.greenply.com) | CIN: L20211WB1990PLC268743  
Registered Office: 'Madgul Lounge', 6th Floor, 23 Chetla Central Road, Chetla, Kolkata - 700027, West Bengal, India

# GREENPLY INDUSTRIES LIMITED

Registered Office: "Madgul Lounge", 6<sup>th</sup> Floor, 23 Chetla Central Road  
Kolkata - 700 027, West Bengal, India, Phone: (033) 3051-5000  
Email: [investors@greenply.com](mailto:investors@greenply.com), Website: [www.greenply.com](http://www.greenply.com)  
CIN: L20211WB1990PLC268743

## NOTICE

NOTICE is hereby given that the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting ('AGM') of the Members of Greenply Industries Limited for the financial year ended March 31, 2025 will be held on Monday, 25<sup>th</sup> August 2025, at 10:30 a.m., Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC / OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder, Secretarial Standards, applicable circulars issued by the MCA and SEBI (Circulars), and other applicable laws to transact following business(es):

### ORDINARY BUSINESS(ES)

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 including the Audited Balance Sheet as at March 31, 2025 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare final Dividend of Re.0.50/- per share (50%), on Equity Shares of the Company, for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Mr. Rajesh Mittal (DIN: 00240900), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Place: Kolkata  
Date: April 28, 2025

### SPECIAL BUSINESS

#### 4. Appointment of Secretarial Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. SP & SA Associates, a firm of Practising Company Secretaries (firm registration no. P2023WB095800), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from FY 2025-26 till FY 2029-30, at such fees as may be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses.

**RESOLVED FURTHER THAT** in connection with the above, the Board of Directors of the Company (including Committee thereof), be and is hereby authorized, subject to the compliance with the applicable laws and regulations, 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.

**By order of the Board**  
For **Greenply Industries Limited**

**Kaushal Kumar Agarwal**  
Company Secretary &  
Vice President-Legal

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its Circulars issued from time to time and Circular No. 09/2024 dated September 19, 2024 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), MCA Circulars and SEBI Circulars, the 35<sup>th</sup> (Thirty Fifth) AGM of the Company is being convened through VC / OAVM facility. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the place where the Company is domiciled i.e. the registered office of the Company shall be deemed to be the place of this Meeting.

2. In terms of the MCA Circulars since this AGM is being held through VC / OAVM facility, physical attendance of the Members has been dispensed with and the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative pursuant to Section 113 of the Act to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [dksincs@yahoo.com](mailto:dksincs@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as

amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with aforesaid MCA Circulars and SEBI Circulars, the Company is providing facility of e-voting to its Members to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means (remote e-voting), as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

5. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice, inter alia, indicating the process and manner of e-voting along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2025 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company’s RTA or Depository Participant (DP). Further, in line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 35<sup>th</sup> AGM has also been uploaded on the website of the Company at [www.greenply.com](http://www.greenply.com), on the website of the stock exchanges where shares of the company are listed i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at <https://www.bseindia.com/index.html> and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

7. The Members can join the AGM through VC/OAVM facility 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Access will be open throughout the proceedings of the AGM as well.
8. Members may note that the facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served principle.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
10. The attendance of the Members attending the AGM through VC/OAVM facility shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
12. SEBI vide circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/135 dated August 4, 2023 has further clarified that 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 <https://scores.sebi.gov.in/scores-home> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Home. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
13. If you have any dispute against the Company and / or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/76 dated May 30, 2022, you can file an arbitration application with Stock Exchange.
14. The final dividend for the Financial Year ended March 31, 2025, as recommended by the Board, if declared will be credited/dispatched within 15 days from the date of Annual General Meeting, to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on August 4, 2025 ("Record Date"). In respect of shares held in electronic form, the final dividend will be paid to Members whose names are furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as beneficial owner as on that date.
15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (in case of shares held in de-mat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent of the Company at [skcdivit@gmail.com](mailto:skcdivit@gmail.com).  
  
A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at <https://www.greenply.com:5001/originalpdf1753162603889-1042.pdf> <https://www.greenply.com:5001/originalpdf1753162624294-9249.pdf> Shareholders are requested to note that as per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain AADHAAR, shall be required to link the PAN with AADHAAR. In case of failure to comply this, the PAN allotted shall be deemed to be invalid / inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act.  
  
Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at <https://www.greenply.com:5001/originalpdf1753267292574-9479.pdf>
16. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21,

2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address: [skcdivit@gmail.com](mailto:skcdivit@gmail.com), on urgent basis:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
  - i) Name and Branch of Bank and Bank Account type;
  - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
  - iii) 11 digit IFSC Code;
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

17. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement, National Electronic Funds Transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/

investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5<sup>th</sup> May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.

18. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form. Members holding shares in physical form are requested to advise any change in their address and bank mandates and submit bank details along with an original cancelled cheque immediately to the Company's Registrar and Share Transfer Agents, 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: [skcdilip@gmail.com](mailto:skcdilip@gmail.com) to enable us to update our records. Cancelled cheque shall bear the name of the shareholder, failing which shareholder shall submit copy of bank passbook/statement attested by the respective bank.
20. Members are requested to contact the Company's Registrar & Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. for reply to their queries / redressal of complaints, if any, or contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Registered Office of the Company [Phone: (033) 30515000; Email: [investors@greenply.com](mailto:investors@greenply.com)].
21. Queries on accounts and operations of the Company, if any, may please be sent to the Company at the Registered Office of the Company at "Madgul Lounge", 23 Chetla Central Road, 6<sup>th</sup> Floor, Kolkata - 700 027 or email at [investors@greenply.com](mailto:investors@greenply.com), at least seven days in advance of the Meeting so that the same can be replied by the Company suitably.

22. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (“IEPF”), constituted by the Central Government. Therefore, the dividend declared for the Financial Year ended March 31, 2017 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
23. The final dividend for the Financial Year ended March 31, 2018 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please be informed that the due month for transferring the unclaimed final dividend for the Financial Year ended March 31, 2018 to Investor Education and Protection Fund is October, 2025. Shareholders, who have not yet encashed their final dividend for the Financial Year ended March 31, 2018 or any subsequent Financial Years are requested to make their claim to the Company / Company’s Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 30, 2024 (date of last Annual General Meeting) on the website of the Company ([www.greenply.com](http://www.greenply.com)), and also on the website of the Ministry of Corporate Affairs.
24. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as “IEPF”), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, till date total 39,937 equity shares, as detailed below, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more had been transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government from time to time. During 2021-22, one shareholder, whose shares were transferred to the Demat account of IEPF Authority, claimed and received his 2000 shares from IEPF Authority.

Year of Transfer of Equity Shares to IEPF	No. of Equity Shares Transferred to IEPF	No. of shares claimed from IEPF	Balance lying in IEPF De-mat account
2017-18	30,185	-	37,937
2018-19	-	-	
2019-20	7,000	-	
2020-21	614	-	
2021-22	-	2,000	
2022-23	213	-	
2023-24	1915	-	
2024-25	10	-	
<b>Total</b>	<b>39,937</b>	<b>2000</b>	<b>37,937</b>

Details of above shares are available in the Company’s website and can be viewed at [www.greenply.com](http://www.greenply.com)

Furthermore, notice will be published in newspapers and individual intimations will also be sent to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.

25. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on [www.mca.gov.in](http://www.mca.gov.in) The members who have a claim for the dividends and shares already transferred to IEPF may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.mca.gov.in](http://www.mca.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie

against the Company in respect of the dividend and shares so transferred.

26. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
27. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. August 18, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
28. The voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date i.e. August 18, 2025.
29. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date i.e. August 18, 2025, needs to refer the instruction regarding login ID and password and may contact the Company or the Registrar and Share Transfer Agent for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
30. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
31. Members holding shares in single name and physical form are advised to make nominations in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.greenply.com](http://www.greenply.com) under the Investors' Section.
32. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible.

The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in)) and

Central Depository Services Limited (<https://www.cdsindia.com/>) for further clarification in this regard.

Shareholders are requested to contact the Company's Registrar & Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. for any queries in regard to the aforesaid, or contact Mr. Kaushal Kumar Agarwal, Company Secretary & Vice President-Legal at the Registered Office of the Company [Phone: (033) 30515000; Email: [investors@greenply.com](mailto:investors@greenply.com)]

33. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd.
34. In terms of the aforesaid MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC/OAVM facility. The facility of voting through electronic voting system will be available at the Meeting. Members who have casted their vote by remote e-voting may attend the Meeting, but shall not be able to vote during the Meeting. Such a Member will also not be allowed to change the vote casted. Members attending the Meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the Meeting. For the instructions to vote at the meeting is provided under Note 39 of this Notice.
35. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
36. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder shall be available electronically at [www.greenply.com](http://www.greenply.com) for inspection by the Members during the Meeting. Relevant documents referred to in the accompanying Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of the ensuing Annual General Meeting and shall be available in the Investors section

of the Company's website, [www.greenply.com](http://www.greenply.com) Members seeking to inspect such documents can also send an email to [investors@greenply.com](mailto:investors@greenply.com)

37. The Board of Directors of your Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1<sup>st</sup> Floor, Kolkata - 700 007 as the Scrutinizer for conducting the process of remote e-voting and the e-voting system during the meeting in a fair and transparent manner.
38. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report and such Report shall then be sent to the Chairman or any other person duly authorised in this regard by him, within two working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the scrutinizer shall be placed on the Company's website <https://www.greenply.com/investors> and also be displayed on the Notice Board of the Company at its Registered Office and on the website of CDSL immediately after the result is declared and simultaneously communicated to the Stock Exchanges.
39. **The instructions for shareholders opting remote e-voting are as under:**
- (i) The voting period will commence on August 21, 2025 at 10:00 a.m. (IST) and end on August 24, 2025 at 5:00 p.m. (IST). 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. August 18, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period. Once the

vote on a resolution is cast by the Shareholder, the Shareholders shall not be allowed to change it subsequently.

- (ii) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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' resolutions. 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.

#### ACCESS THROUGH DEPOSITORIES CDSL / NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iv) 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	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 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 & My Easi New (Token) Tab.

Type of shareholders	Login Method
	<p>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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>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; My Easi New (Token) Tab and then click on registration option.</p> <p>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. 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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 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 or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting &amp; voting during the meeting</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>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 or joining virtual meeting & voting during the meeting.

**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 demat 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

#### ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (v) Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in De-mat 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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 OR 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>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company name on which you choose to vote i.e. GREENPLY INDUSTRIES LIMITED.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

(xvii) **Additional Facility for Non - Individual Shareholders and Custodians - 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 and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [Kaushal.agarwal@greenply.com](mailto:Kaushal.agarwal@greenply.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at [Kaushal.agarwal@greenply.com](mailto:Kaushal.agarwal@greenply.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Registrar and Share Transfer Agents, M/s. S. K. Infosolutions Pvt. Ltd. and Company email ID viz. [skcdilip@gmail.com](mailto:skcdilip@gmail.com) and [investors@greenply.com](mailto:investors@greenply.com) respectively.
2. For Demat shareholders - please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and 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, 25<sup>th</sup> 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.

40. In terms of Section 152 of the Companies Act, 2013, Mr. Rajesh Mittal (DIN: 00240900) shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2), the details of Mr. Rajesh Mittal seeking re-appointment at the ensuing Annual General Meeting are provided below. The following details along with the details w.r.t. other terms and conditions of re-appointment and details of remuneration sought

to be paid and the remuneration last drawn etc. are mentioned in the 'Corporate Governance Report' section of the Annual Report.

Name of the Director	Mr. Rajesh Mittal (DIN 00240900), Chairman cum Managing Director
Father's Name	Late Sanwarmal Palriwal
Age and Date of Birth	62 yrs. (Date of Birth: 10 November, 1962)
Date of first Appointment	28 <sup>th</sup> 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	The terms and conditions of re-appointment are as approved by the members of the Company vide postal ballot including e-voting process on 23 <sup>rd</sup> December, 2020.
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 Alkema (Singapore) Pte. Ltd. 9. Greenply Gabon SA 10. 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	Chairman: Nil Member: 1. Stakeholders Relationship Committee 2. Audit Committee 3. Corporate Social Responsibility Committee 4. Operational Committee 5. Nomination and Remuneration committee
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 2024-2025	7 (seven) out of 7 (seven) Board Meetings

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father of Mr. Sanidhya Mittal, Joint Managing Director																				
Details of remuneration sought to be paid, if any	<p>The remuneration sought to be paid is as approved by the members of the Company vide postal ballot including e-voting process on 23<sup>rd</sup> December, 2020 as follows:</p> <p>Salary &amp; Perquisites:</p> <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>Contribution to National Pension Scheme: Rs.2,30,000 per month.</td> </tr> <tr> <td>4.</td> <td>House Rent Allowance of Rs.5,00,000/- 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.	Contribution to National Pension Scheme: Rs.2,30,000 per month.	4.	House Rent Allowance of Rs.5,00,000/- 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, if any	<p>Salary - Rs. 3,76,86,923</p> <p>Commission - Rs. 2,09,00,000</p> <p>Perquisites and other allowances - Rs. 26,44,600</p>																				

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) (the “Act”) the following Explanatory Statement sets out all material facts relating to the Special Business relating to Item No. 4 of the accompanying Notice dated April 28, 2025.

### Resolution at Item No. 4

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, the Board of Directors of the Company had appointed Mr. Girish Bhatia, Practising Company Secretary, as Secretarial Auditor of the Company for the financial year 2024-25 and he has issued report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders’ approval for appointment of Secretarial Auditor(s). Further, such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company at its meeting held on 28<sup>th</sup> April, 2025, based on recommendations of the Audit Committee, has recommended appointment of M/s. SP & SA Associates, a peer reviewed firm of Practising Company Secretaries (firm registration no. P2023WB095800), as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

In terms of the amended regulations, SP & SA Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. SP & SA Associates has confirmed that they are not disqualified from being appointed as Secretarial

Auditors and that they have no conflict of interest. Further they have furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company and its subsidiary companies.

SP & SA Associates is a peer reviewed Practising CS firm registered with the Institute of Company Secretaries of India (ICSI). The Partners of the firm have an experience of more than a decade in the Corporate laws and SEBI Regulations. The firm has expertise in Corporate Advisory Services particularly in the field of Company Law and allied matters, Securities Laws, Foreign Exchange Management Laws, Secretarial Audit, Due Diligence & SEBI, Company Law etc.

The proposed fees in connection with the secretarial audit shall be ₹1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and SP & SA Associates. In addition to the secretarial audit, SP & SA Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations, 2015 vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In addition to the secretarial audit, SP & SA Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

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 Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of an Ordinary Resolution.

Place: Kolkata  
Date: April 28, 2025

**By order of the Board**  
For **Greenply Industries Limited**

**Kaushal Kumar Agarwal**  
Company Secretary &  
Vice President-Legal