



Greenply/2024-25

February 26, 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 February 6, 2025, along with explanatory statement in respect of seeking approval of Shareholders for re-appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & CEO of the Company for the further period of 5 (five) years with effect from 11th February, 2025 to 10th February, 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, Website: 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, and 09/2024 dated September 19, 2024 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. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & CEO of the Company for a further period of 5 (five) years with effect from February 11, 2025 to February 10, 2030, as detailed below, is proposed to be passed as Ordinary 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 Friday, March 28, 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. MANOJ TULSIAN [DIN: 05117060] AS AN EXECUTIVE DIRECTOR IN THE CAPACITY OF JOINT MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), applicable clauses of the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Manoj Tulsian [DIN: 05117060] as an Executive Director in the capacity of Joint Managing Director & Chief Executive Officer of the Company for a further period of 5 (five) years with effect from February 11, 2025 up to February 10, 2030, whose office shall be liable to retire by rotation, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

Sr. No.	Components	Monthly (Rs.)	Annual (Rs.)
1.	Basic Salary	7,50,000	90,00,000
2.	Other Allowances/Reimbursement of Expenses	11,25,000	1,35,00,000
3.	Commission: As decided by the Board of Directors of the Company based on yearly performance evaluation.		
4.	ESOP: As per the ESOP Scheme of the Company, if any.		
5.	Gratuity: As per Payment of Gratuity Act, 1972 (as amended from time to time)		
6.	Reimbursement of membership fees for a maximum of two clubs.		
7.	Personal Accident, Mediciam, Term Insurance including Future Service Gratuity Insurance policies as per the Company’s Policy.		
8.	Chauffeur Driven Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.		

Other Terms and Conditions:

- The terms and conditions of re-appointment including the remuneration of Mr. Manoj Tulsian may be altered and varied from time to time by the Board (which shall be deemed to include the Committee of the Board of Directors) in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of Companies Act, 2013 or any amendment or re-enactment thereof.
- The Basic Salary and Other Allowances/Reimbursement of Expenses of Mr. Manoj Tulsian may be increased up to 20 % annually.
- No sitting fees will be paid to Mr. Manoj Tulsian for attending meeting of the Board of Directors or any committee thereof. His Office shall be liable to retire by rotation.
- Total Remuneration of Mr. Manoj Tulsian in any financial year shall not exceed 5% of the net profit of the Company during that year except for the financial year 2024-2025. On 30th September 2024, members had approved the increase in the managerial remuneration of Mr. Manoj Tulsian for the financial year 2024-2025, to enable him exercise already vested ESOPs.
- The re-appointment may be terminated by either party by giving three months’ notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

Place: Kolkata

Date: February 6, 2025

Registered Office:

Madgul Lounge, 6th 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 **February 21, 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 and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, 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
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 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: skcdilip@gmail.com ; 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. 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 February 6, 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 Thursday, February 27, 2025 and will end at 5:00 p.m. (IST) Friday, March 28, 2025. The e-voting module shall be disabled after 5:00 p.m. on Friday, March 28, 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 Saturday, March 29, 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 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 .
9. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office on Saturday, March 29, 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- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on December 28, 2023), 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 <https://scores.gov.in/scores/Welcome.html> 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 . 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 or call on 022-23058542/43.
12. The instructions for shareholders voting electronically "remote e-voting" are as under:
- (i) The voting period begins on Thursday, February 27, 2025 at 09:00 a.m. and ends on Friday, March 28, 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. February 21, 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 CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/home/login or the users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding	<ol style="list-style-type: none"> 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: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click

<p>securities in demat mode with NSDL Depository</p>	<p>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 https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

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 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">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.
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">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.

(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 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.
 - 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 and 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 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 or contact at toll free no. 1800 22 55 33.

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 or call at toll free no. 1800 22 55 33

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 February 6, 2025.

Resolution at Item No. 1

Mr. Manoj Tulsian (DIN: 05117060), was appointed as an Executive Director in the capacity of Joint Managing Director & CEO of the Company for a period of 5 (five) years with effect from February 11, 2020 up to February 10, 2025, by the Members of the Company through Postal Ballot including e-voting. Thus, the tenure of Mr. Manoj Tulsian as a Joint Managing Director & CEO of the Company is expiring on February 10, 2025.

The Board of Directors at its Meeting held on February 6, 2025, subject to approval of the Members of the Company, has accorded its approval to re-appoint Mr. Manoj Tulsian (DIN: 05117060) as Joint Managing Director & CEO of the Company, liable to retire by rotation, for a further period of five years with effect from February 11, 2025 to February 10, 2030, on the terms and conditions including remuneration as mentioned above. The same was recommended by the Nomination and Remuneration Committee at its meeting held earlier during that day to the Board for its approval.

As per Regulation 17 (1C) of the Listing Regulations, 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. Tulsian 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.

Considering the contributions of Mr. Manoj Tulsian (DIN: 05117060) towards the business of the Company, Company’s future growth and succession planning, it is proposed to re-appoint Mr. Manoj Tulsian as a Joint Managing Director & CEO of the Company for the further period of 5 years w.e.f. February 11, 2025.

Mr. Manoj Tulsian (DIN: 05117060) 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 February 6, 2025 discussed and approved the same.

For the above reasons, the Board recommends the resolution as set out in the Notice in this respect, for your approval by way of passing ordinary resolution.

Except Mr. Manoj Tulsian, none of the other Directors and/or key managerial personnel of the Company and/or their relatives are interested or concerned, financially or otherwise, in the resolution(s) for the above matter.

Pursuant to Regulation 36 of the Listing Regulations, 2015 and SS-2, the details of Mr. Manoj Tulsian (DIN: 05117060) seeking re-appointment as the Joint Managing Director & CEO of the Company through Postal Ballot by means of e-voting are provided below.

Name of the Director	Mr. Manoj Tulsian, Joint Managing Director & CEO (DIN: 05117060)
Father’s Name	Shri Sanwar Mall Tulsian
Age and Date of Birth	53 years (Date of Birth: 14th December, 1971)
Date of first Appointment	11th February, 2020
Experience/Expertise in specific functional areas *	Mr. Manoj Tulsian is a Chartered Accountant, Cost Accountant and a qualified Company Secretary. Mr. Manoj Tulsian has experience of around 30 years in the area of Strategic initiatives, Finance & Accounts, Merger &

	Acquisitions, commercial functions including materials management and procurement, secretarial, legal and information technology. He has, over the last decade, gained rich experience in handling Company's operations.																																				
Qualification	CA, CMA, CS																																				
Terms and conditions of re-appointment	Provided in the Resolution of this notice.																																				
Directorship held in other Companies	<p><u>Listed Entity(ies):</u></p> <p>Nil</p> <p><u>Unlisted Entity(ies):</u></p> <p>Greenply Sandila Pvt. Ltd. Greenply Speciality Panels Pvt. Ltd. Greenply Samet Pvt. Ltd.</p>																																				
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	<u>Member & Chairman:</u> Risk Management Committee																																				
Chairman/Member of the Committee of the Board of Directors of other companies in which he is a director	<p><u>Chairman:</u> Nil</p> <p><u>Member:</u> Nil</p>																																				
Number of Equity Shares held in the Company	10,46,788 equity shares of Re.1/- each																																				
Number of Board Meetings attended	FY 2023-24: 7 (seven) out of 7 (seven) Board Meetings held FY 2024-25 (till the date of this Postal Ballot Notice): 6 (six) out of 6 (six) meeting held																																				
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None																																				
Remuneration sought to be paid, if any	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Components</th> <th>Monthly (Rs.)</th> <th>Annual (Rs.)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Basic Salary</td> <td>7,50,000</td> <td>90,00,000</td> </tr> <tr> <td>2.</td> <td>Other Allowances/Reimbursement of Expenses</td> <td>11,25,000</td> <td>1,35,00,000</td> </tr> <tr> <td>3.</td> <td colspan="3">Commission: As decided by the Board of Directors of the Company based on yearly performance evaluation.</td> </tr> <tr> <td>4.</td> <td colspan="3">ESOP: As per the ESOP Scheme of the Company, if any.</td> </tr> <tr> <td>5.</td> <td colspan="3">Gratuity: As per Payment of Gratuity Act, 1972 (as amended from time to time)</td> </tr> <tr> <td>6.</td> <td colspan="3">Reimbursement of membership fees for a maximum of two clubs.</td> </tr> <tr> <td>7.</td> <td colspan="3">Personal Accident, Mediclaim, Term Insurance including Future Service Gratuity Insurance policies as per the Company's Policy.</td> </tr> <tr> <td>8.</td> <td colspan="3">Chauffeur Driven Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of the above at residence for official purpose shall not be treated as perquisites.</td> </tr> </tbody> </table>	Sr. No.	Components	Monthly (Rs.)	Annual (Rs.)	1.	Basic Salary	7,50,000	90,00,000	2.	Other Allowances/Reimbursement of Expenses	11,25,000	1,35,00,000	3.	Commission: As decided by the Board of Directors of the Company based on yearly performance evaluation.			4.	ESOP: As per the ESOP Scheme of the Company, if any.			5.	Gratuity: As per Payment of Gratuity Act, 1972 (as amended from time to time)			6.	Reimbursement of membership fees for a maximum of two clubs.			7.	Personal Accident, Mediclaim, Term Insurance including Future Service Gratuity Insurance policies as per the Company's Policy.			8.	Chauffeur Driven Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of the above at residence for official purpose shall not be treated as perquisites.		
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Remuneration last drawn (FY 2023-24)	Salary - Rs.2,05,33,200 Commission - Rs.60,00,000 Perquisites and other allowances - Rs.3,76,15,500 (Perquisites include Rs.3,72,85,500/- on account of the exercise of 3,50,000 Stock Options under the 'Greenply Employee Stock Option Plan 2020' ("ESOP 2020"/"Plan") during FY 2023-24.
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* For additional details on skills, expertise, knowledge and competencies of Mr. Manoj Tulsian, please refer Corporate Governance Report forming part of the Annual Report for FY 2023-24 available on the website of the Company, www.greenply.com/investors

Place: Kolkata
Date: February 6, 2025

By Order of the Board
For Greenply Industries Limited

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

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal