

GPIL/2022-2023

December 6, 2022

The Manager

BSE Limited

Department of Corporate Affairs

Floor 25, P.J. Towers, Dalal Street

Mumbai – 400001

Scrip Code: 542857

The Manager

National Stock Exchange Limited

Exchange Plaza, Bandra Kurla Complex

Bandra (E),

Mumbai - 400001

Symbol – GREENPANEL

Dear Sir/Madam

Sub.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in relation to Postal Ballot

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed Postal Ballot Notice along with the Explanatory Statement, which has been sent to the members of the Company by email on November 5, 2022, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, December 2, 2022 ("cut-off date"), seeking approval of members for (a) shifting of registered office of the Company from the State of Assam to the State of West Bengal and (b) to keep Register of Members, Index of Members and Annual Return at the office of the Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Limited at C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, as set out in the Notice, by way of special resolution to be passed through the remote e-voting.

In compliance with the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 and 3/2022 dated May 5, 2022 and other applicable provisions of the Companies Act, 2013 and Listing Regulations, the Notice has been sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date.

The Company has engaged the services of M/s. Link Intime India Private Limited to provide the facility of Remote e-voting to the eligible Members. The Remote e-voting period

Greenpanel Industries Limited

Corporate Office: Thapar House,
2nd Floor, 183, S.P. Mukherjee Road,
Kolkata, West Bengal – 700026
Tel No : +91 33 4084 0600
F : +91 33 2464 5525

Business Office: 3rd Floor, Plot No. 68,
Sector-44, Gurugram-122003, Haryana,
Tel No : +91 124 4784600
F : +91 124 4784699
Email: info@greenpanel.com

Registered Office:
Makum Road, Tinsukia 786125, Assam
CIN L20100AS2017PLC018272

commences from 09.00 a.m. (IST) on Tuesday, December 6, 2022 and will end at 5.00 p.m. (IST) on Wednesday, January 4, 2023. The detail procedure of the Postal Ballot, manner of casting of vote through remote e-voting are explained in the notice of Postal Ballot.

A copy of the said Postal Ballot notice has been attached herewith for your reference. The notice is also being made available on the website of the company at www.greenpanel.com

Kindly take the above on record.

Thanking You

Yours faithfully

For **GREENPANEL INDUSTRIES LIMITED**

(Lawkush Prasad)

Company Secretary & AVP – Legal

ACS:18675

Encl.: as above

Greenpanel Industries Limited

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GREENPANEL®

GREENPANEL INDUSTRIES LIMITED

Registered Office: Makum Road, P.O. Tinsukia, Assam - 786 125, India
Corporate Office: Thapar House, 2nd Floor, 163 S. P. Mukherjee Road, Kolkata - 700 026, India
Phone: (033) 4084-0600, Fax: (033) 2464-5525,
Email: investor.relations@greenpanel.com, Website: www.greenpanel.com
CIN: L20100AS2017PLC018272

POSTAL BALLOT NOTICE

TO THE SHAREHOLDERS OF THE COMPANY

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

VOTING STARTS ON	VOTING ENDS ON
09:00 A.M. (IST), 06.12.2022	05:00 P.M. (IST), 04.01.2023

Notice is hereby given to the Shareholders of Greenpanel Industries Limited pursuant to Section 108 and Section 110 of the Companies Act, 2013 (**the “Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (**SS-2**), as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meeting/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 and 3/2022 dated May 5, 2022 in view of the COVID-19 pandemic (collectively referred to as **‘MCA Circulars’**) and other applicable laws, regulations, circulars, notifications (including any

statutory modification or re-enactment thereof for the time being in force), to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot.

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (**‘RTA’**) as on the cut-off date December 2, 2022.

A statement pursuant to Section 102 and other applicable provisions of the Act 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.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on November 8, 2022, has appointed Mr. Dilip Kumar Sarawagi (Mem. No.: A13020, C.P. No.: 3090), Practicing Company Secretary, Proprietor of M/s. DKS & Co., Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e- voting facility to its Members, to enable them to cast their vote electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited (“LI IPL”) for the purpose of providing remote e-voting facility to its Members.

Shareholders are requested to read the instructions in the Notes in this notice (‘Postal Ballot Notice’) to cast their votes electronically from their respective locations. The Remote e-voting period will commence from 9.00 a.m. (IST) on December 6, 2022 and will end at 5.00 p.m. (IST) on January 4, 2023. Shareholders are requested to cast their votes through the remote e-voting process not later than January 4, 2023. 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 will be announced within 2 working days from the time of 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.greenpanel.com and also on the website of Link Intime India Private Limited (“LI IPL”), at <https://instavote.linkintime.co.in>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office for at least 3 days from the date of declaration of voting results.

Item of business requiring approval of Shareholders through Postal Ballot by ‘remote e-voting’ is given below :

SPECIAL BUSINESS :

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Powers delegated to the Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Companies Act, 2013 or under any other law for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Assam” to the “State of West Bengal” and consequently, to substitute and replace the existing Clause 2 of the Memorandum of Association of the Company by the following Clause :

“2. The Registered Office of the Company will be situated in the State of West Bengal.”

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 (including delegation of all or any of its powers herein to any of its Committee, Directors, Company Secretary or any other person(s) as it may in its absolute discretion, deem necessary or desirable for and on behalf of the Company.”

2. To keep Register of Members, Index of Members and Annual Return at the office of the Registrar and Share Transfer Agent of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder (including any amendment thereto or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to keep the Register of Members, Index of Members along with other related documents thereto as maintained under the provisions of Section 88 and copies of the annual return filed under section 92 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, at the office of the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited at C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 upon change of connectivity of NSDL & CDSL from Maheshwari Datamatics Pvt. Ltd. to Link Intime India Pvt. Ltd. instead of keeping the same at the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof as

constituted by the Board be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

By order of the Board
For Greenpanel Industries Limited

Lawkush Prasad

Place: Kolkata

Company Secretary & AVP - Legal

Date: November 08, 2022

Membership No.- A18675

Registered Office :

Makum Road, Tinsukia

Assam - 786125

NOTES :

1. The Explanatory Statement pursuant to the provisions of Sections 102 of the Companies Act, 2013 (“the Act”) 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 the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA.

The Members may note that this Postal Ballot Notice will also be available on the Company’s website, www.greenpanel.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of LI IPL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in>.

3. Members who have not registered their e-mail addresses with the Company/Depositories/RTA and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting, 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, Link Intime India Private Limited, C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083; Telephone: +91-022-49186270; Fax: +91-022-49186060; Email: rnt.helpdesk@linkintime.co.in ; Website: www.linkintime.co.in
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.

4. Further, the Resolution, if passed by Shareholders with requisite majority, shall be

deemed to have been passed on Wednesday, January 4, 2023, being the last day of remote e-voting. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting.

5. The documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 are available on the website of the Company www.greenpanel.com to facilitate online inspection till the last date of Remote e-voting. The documents shall also be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to secretarial@greenpanel.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.
6. Voting rights of the Shareholders shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, December 2, 2022 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The Remote e-voting period will commence from 9.00 a.m. (IST) on Tuesday, December 6, 2022 and will end at 5.00 p.m. (IST) on Wednesday, January 4, 2023. The

Remote e-voting module shall be disabled by LIPL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

7. The instructions for Remote e-voting are as under :

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below :

1. Individual Shareholders holding securities in demat mode with NSDL
 - a. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 - b. If you are 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/SecureWebIdeasDirectReg.jsp>
 - c. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 - a. Existing users who have opted for Easi / Easiest, can login through their 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/myeasinew/home/login> or www.cdslindia.com and click on New System Myeasi.

- b. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 - c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
 - d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to

“InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below :

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically :

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board

resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders :

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode :

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password, are advised to use Forget User ID and Forget Password option available

at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through Remote e-voting unblock the votes cast through Remote e-voting and issue, not later than 48 hours of conclusion of the Remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
2. The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.greenpanel.com and on the website of LIPL at <https://instavote.linkintime.co.in/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office for at least 3 days from the date of declaration of voting results.
3. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through Remote e-voting, members may contact Company’s Registrar & Share Transfer

Agent (RTA), Link Intime India Private Limited (LI IPL), C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083; Telephone: +91-022-49186270; Fax: +91-022-49186060; Email: rnt.helpdesk@linkintime.co.in or Mr. Lawkush Prasad, Company Secretary & AVP-Legal of the Company by sending email at lawkush.prasad@greenpanel.com or call at +91-033-40840600, Address: Thapar House, 2nd Floor, 163, S.P. Mukherjee Road, Kolkata – 700026, West Bengal, India.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Item 1

Presently, the Registered Office of the Company is situated in the State of Assam at Makum Road, Tinsukia, Assam-786125. The Manufacturing facilities of the Company are in the State of Uttarakhand & Andhra Pradesh.

Since the Company hardly conducts any business in the State of Assam except having and maintaining its Registered Office, the Board of Directors of the Company at its meeting held on November 8, 2022 decided to shift the Registered Office of the Company from Tinsukia, in the State of Assam to Kolkata in the State of West Bengal, subject to the requisite approval of the shareholders of the Company and approval of the Central Government through the Hon'ble Regional Director, North Eastern Region, Guwahati.

The Board is of the view that for better administrative convenience, optimum utilization of available resources and to reduce the overall expenses, it would be necessary to shift the Registered Office of the Company to the State of West Bengal and it would be in no way be detrimental to the interest of any of

the stakeholder, including employees, shareholders and creditors, of the Company in any manner.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration in the Memorandum of Association (“MOA”) requires approval of the Shareholders of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the Shareholders is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Assam to the State of West Bengal and consequently for altering Clause 2 of the Memorandum of Association of the Company (MOA). The existing MOA of the company as well as MOA with the proposed amendment shall be available for inspection at the Registered Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to secretarial@greenpanel.com mentioning their Name, Folio No./ Client ID and DP ID, and the documents they wish to inspect in this regard.

Subsequent to your approval, requisite application will be made to the Central Government, i.e., the Hon'ble Regional Director, North-Eastern Region, as required under the Act.

The Board of Directors recommends the resolution 1 set forth in the Notice for the approval of the Shareholders by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) and/or their relatives are in any way, concerned

or interested, financially or other-wise in the Special Resolution set out in the Notice except to the extent of their shareholding in the Company, if any.

Item 2

As per provisions of Section 94(1) and other applicable provisions of the Act, the registers of members, debenture holders and any other security holders maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company.

Previously the company has taken your permission on June 10, 2019 to maintain and keep the Company's registers, required to be maintained under Section 88 and copies of the annual returns filed under Section 92 of the Act at Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, having office at 23 R.N. Mukherjee Road, Kolkata-700001.

Further, the company has initiated the procedure of change of its Registrar and Share Transfer Agent (RTA) from Maheshwari Datamatics Private Limited to Link Intime India Private Limited and the transition period will be over by all mean within December 6, 2022.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers at the office of Link Intime India Private Limited at C 101, –247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 instead of being kept and maintained at the Registered Office of the Company.

The Company affirms that more than one-tenth of its members reside in and around Mumbai i.e. the place at which the registers and returns are proposed to be kept and maintained.

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.

Further, none of the promoters, directors or Key Managerial Personnel of the Company has any shareholding in Link Intime India Private Limited.

Your Board recommends passing of the resolution as set out at Item No. 2 as a Special Resolution.

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

Lawkush Prasad

Place: Kolkata
Date: November 08, 2022

Company Secretary & AVP - Legal
Membership No.- A18675

Registered Office :

Makum Road, Tinsukia
Assam - 786125