Greenply/2026-27
July 31, 2026

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 36th Annual General Meeting

With reference to the captioned subject, please find enclosed Notice of 36th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, 25th August 2026, at 11:00 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 Ministry of Corporate Affairs (MCA) General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 03/2025 dated September 22, 2025, 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.

We would like to inform you that in respect of 36th Annual General Meeting to be held on Tuesday, 25th August 2026, 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, 2026.

Thanking you,

Yours faithfully,
For **Greenply Industries Limited**

KAUSHAL KUMAR AGARWAL

Digitally signed by KAUSHAL KUMAR AGARWAL
Date: 2026.07.31 12:34:37 +05'30'

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
TRANSFORMING INDIAN SPACES

Greenply Industries Limited

Registered Office: “Madgul Lounge”, 6th Floor, 23 Chetla Central Road
Kolkata - 700 027, West Bengal, India, Phone: (033) 3051-5000
Email: investors@greenply.com, Website: www.greenply.com
CIN: L20211WB1990PLC268743

Notice

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting (‘AGM’) of the Members of Greenply Industries Limited for the financial year ended March 31, 2026 will be held on Tuesday, 25th August 2026, at 11:00 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 Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”), 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, 2026 including the Audited Balance Sheet as at March 31, 2026 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, 2026 including the Audited Balance Sheet as at March 31, 2026 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, 2026.

3. To appoint a Director in place of Mr. Sanidhya Mittal (DIN-06579890), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES)

4. **Re-appointment of Ms. Vinita Bajoria (DIN-02412990) as an Independent Director 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 Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and based upon the recommendations of Nomination and Remuneration Committee (“NRC”) and the Board of Directors and subject to such other approvals as may be required, Ms. Vinita Bajoria (DIN-02412990), who meets the criteria for independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature to the office of Directorship of the Company, be and is hereby re-appointed as an Independent Director of the Company, not be liable to retire by rotation, to hold office for the second term of 5 (Five) consecutive years commencing from September 15, 2026 to 14th September, 2031, on such terms and conditions and remuneration, as set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company, individual Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things on behalf of the Company, as may be deemed necessary¸ expedient or desirable in connection therewith or incidental thereto, to give effect to the foregoing resolution and 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 of the Company."

5. **Appointment of Mr. Girish Kulkarni (DIN: 01683332) as an Independent Director 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 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act, 2013"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required, Mr. Girish Kulkarni (DIN: 01683332), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 24, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation, for a term of 5 (five) consecutive years commencing from July 24, 2026 to July 23, 2031, on such terms and conditions and remuneration, as set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company, individual Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things on behalf of the Company, as may be deemed necessary¸ expedient or desirable in connection therewith or incidental thereto, to give effect to the foregoing resolution and 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 of the Company."

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

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

Place: Kolkata
Date: July 24, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its Circulars issued from time to time, including General Circular No. 03/2025 dated September 22, 2025, 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 the applicable circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time (collectively referred to as "SEBI Circulars"), has permitted companies to hold 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 36th (Thirty Sixth) 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 36th 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 with a copy marked to 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 31st March, 2026 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) will be 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 will be sent by the Company to any member (unless specifically requested for hard copy). Further, in line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 36th AGM has also been uploaded on the website of the Company at 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 and BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com. 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).

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 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 scores.sebi.gov.in 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 Portal. 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, 2026, 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, 2026 ("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. Tax Deducted at Source (TDS) on dividend: Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the members, and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 (IT Act). For the prescribed rates for various categories, please refer to the IT Act and the Finance Acts of the respective years. To enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), category as per the IT Act with the DPs (if shares held in electronic form) and the Company/RTA (if shares are held in physical form). To avail exemption of TDS, Members are requested to submit required documents/declaration by email at skcdivit@gmail.com on or before August 10, 2026 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable to the Member, verify the documents and provide exemption. A separate email communication will also be sent to the members informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate.

16. In order to receive dividend/s in a timely manner, Members are requested to register/update their complete bank details with their Depository Participant(s) on priority, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

    As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature and other required details/document, for their corresponding physical folios with the Company/RTA.

In the absence of ECS facilities or failure of electronic transfer of dividend in the bank account of shareholder(s), the Company will withhold the dividends until all the required KYC and/or other details are registered/ updated by the Members with the Company/RTA (in case of physical shares) and with their respective DP (in case of demat shares).

17. 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.

18. 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 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.

19. 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

20. 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", 6th Floor, 23 Chetla Central Road, Kolkata - 700 027 or email at investors@greenply.com, at least seven days in advance of the Meeting so that the same can be replied by the Company suitably.

21. 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, 2018 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.

22. The final dividend for the Financial Year ended March 31, 2019, 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, 2019 to Investor Education and Protection Fund is November, 2026. Shareholders, who have not yet encashed their final dividend for the Financial Year ended March 31, 2019, 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 March 31, 2025, on the website of the Company (www.greenply.com), and also on the website of the Ministry of Corporate Affairs.

23. 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 46,035 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 from time to time 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 De-mat 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 as on 31.03.2026
2017-18	30,185	-	44,035
2018-19	-	-	
2019-20	7,000	-	
2020-21	614	-	
2021-22	-	2,000	
2022-23	213	-	
2023-24	1915	-	
2024-25	10	-	
2025-26	6098	-	
Total	46,035	2000	44,035

Details of above shares are available on the Company's website and can be viewed at 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.

24. 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 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 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.

25. 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.

26. 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, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

27. 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, 2026.

28. 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, 2026 needs to refer the instruction regarding login ID and password or 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.

29. 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.

30. 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 under the Investors' Section.

31. 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 Depositary Participant or browse through the website of National

Securities Depository Limited (www.nsdl.co.in) and Central Depository Services Limited (www.cdslindia.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]

32. 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.

33. 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 38 of this Notice.

34. 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.

35. 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 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

36. 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, 1st 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.

37. 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 www.greenply.com 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.

38. **The instructions for shareholders opting remote e-voting are as under:**

    (i) The voting period will commence on August 21, 2026 at 10:00 a.m. (IST) and end on August 24, 2026 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, 2026, 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 **CDSL Depository**	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 www.cdslindia.com and click on login icon & My Easi New (Token) 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 or joining virtual meeting & 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. 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 & My Easi New (Token) 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. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.com 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 & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.
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. 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 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 21 09911
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

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

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) ▪ 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. ▪ 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.

(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 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 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. 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. 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 and 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 or contact at toll free no. 1800 21 09911.

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

39. In terms of Section 152 of the Companies Act, 2013, Mr. Sanidhya Mittal (DIN-06579890) 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. Sanidhya 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. Sanidhya Mittal (DIN-06579890)
Father's Name	Mr. Rajesh Mittal
Age and Date of Birth	33 years (Date of Birth: 3rd July, 1992)
Date of first Appointment	7th February, 2018

Experience/Expertise in specific functional areas	Mr. Sanidhya Mittal has experience of more than 9 years in the area of sales, marketing, finance and factory operations. He is actively involved in the business of the Company and has demonstrated high business acumen in the responsibilities assigned to him from time to time especially in respect of setting-up of new manufacturing units, streamlining the production capacities of existing units, exploring new domestic markets, deeper penetration of existing markets and enhancing brand value through various initiatives including scale of operations of the Company. A visionary leader with a modern outlook, Mr. Sanidhya Mittal has been instrumental in redefining Greenply's trajectory towards innovation, operational excellence, and sustainable growth. Under his leadership, several transformative initiatives have been executed successfully.
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 29th March, 2023.
Directorship held in other Companies	**Listed Entity(ies):** 1. Signpost India Limited **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. Greenply Samet Private Limited 7. Shakuntala Safeinvest Private Limited (Formerly known as Showan Investment Private Limited) 8. Greenply Industries (Myanmar) Private Limited 9. Greenply Global Trading Pte. Ltd. (formerly Greenply Alkemal (Singapore) 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. Corporate Social Responsibility Committee 3. Risk Management Committee 4. Operational Committee
Chairman/Member of the Committee of the Board of Directors of other companies in which he is a director	**Chairman:** Nil **Member:** Greenply Speciality Panels Pvt. Ltd. ▪ Operational Committee
Number of Equity Shares held in the Company	70,950 equity shares of Re.1/- each
Number of Board Meetings attended during the Financial year 2025-2026	5 (five) out of 6 (six) Board Meetings

<table>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td>Son of Mr. Rajesh Mittal, Chairman cum Managing Director</td></tr>
<tr><td>Details of remuneration sought to be paid, if any</td><td>The remuneration sought to be paid is as approved by the members of the Company vide postal ballot including e-voting process on 29th March, 2023 as follows:

Salary & Perquisites:
<table>
<tr><td>1.</td><td>Basic Salary: ₹10,00,000/- per month.</td></tr>
<tr><td>2.</td><td>Commission: Not exceeding 1.5 (one and half) percent of net profit in an accounting year of the Company subject to availability of profit.</td></tr>
<tr><td>3.</td><td>House Rent Allowance: ₹1,00,000 per month.</td></tr>
<tr><td>4.</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>5.</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>6.</td><td>Reimbursement of membership fees for a maximum of two clubs.</td></tr>
<tr><td>7.</td><td>Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹1,00,000/- per annum.</td></tr>
<tr><td>8.</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>9.</td><td>Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.</td></tr>
</table></td></tr>
<tr><td>Remuneration last drawn, if any</td><td>During FY 2025-26:
Salary - ₹1,37,76,923
Commission - Nil
Perquisites and other allowances - ₹7,29,600</td></tr>
</table>

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 Businesses relating to Item No. 4 and Item No. 5 of the accompanying Notice dated July 24, 2026.

Resolution at Item No. 4

Ms. Vinita Bajoria (DIN-02412990), was appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years commencing from September 15, 2021 to 14th September, 2026, in the 31st Annual General Meeting of the Company held on 15th September, 2021. Accordingly, her term of 5 (Five) consecutive years as an Independent Director of the Company, is due to expire on 14th September, 2026. Upon completion of her existing term, she is eligible for re-appointment as an Independent Director on the Board of Directors (Board) of the Company for the second term subject to the approval of the Members of the Company by passing of a Special Resolution.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director is eligible to hold office for two consecutive terms of up to five years each on the Board of a Company, on passing of special resolution by the Members of the Company. Ms. Vinita Bajoria fulfils the requirements to act as an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations and has submitted the requisite declaration that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Accordingly, she is eligible for re-appointment for the second term on the Board of the Company and offers herself to be re-appointed for a second term.

Further, in accordance with the provisions of Section 149 of the Act and Regulation 17(1)(a) of SEBI Listing Regulations, it is mandatory for the Company to have at least one independent woman director on its Board. Presently, Ms. Bajoria is the only independent woman director on the Board of the Company, and she continues to possess the skills, expertise and competencies considered relevant by the Nomination and Remuneration Committee (NRC) and the Board of the Company for the effective discharge of her role as an Independent Director of the Company. Also, she carries rich and varied experience in the industry in which the Company operates, her continued association with the Company would be of immense benefit to the Company.

The NRC at its meeting held earlier on 28th April, 2026, on the basis of outcome of performance evaluation of Ms. Vinita Bajoria and considering her professional background, expertise, experience, effective deliberations and significant contributions made by her during her tenure and with a view to comply with the statutory requirement of having one Independent woman Director on Board of the Company, has recommended the re-appointment of Ms. Vinita Bajoria (DIN-02412990), not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from September 15, 2026 to 14th September, 2031, to the Board of the Company, subject to approval of the Members of the Company.

Based on the recommendation of the NRC and pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("the Act"), Articles of Association of the Company and considering her performance evaluation, background, experience and substantial contributions made by her during her tenure and also considering that the continued association of Ms. Vinit Bajoria would be beneficial to the Company and is desirable to continue availing her services as Independent Director, the Board of Directors of the Company at their meeting held on 28th April, 2026, had recommended the re-appointment of Ms. Vinita Bajoria, as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from September 15, 2026 to 14th September, 2031, to the Members of the Company for their approval at the forthcoming Annual General Meeting, by way of a special resolution.

The Company has received all statutory declarations/ disclosures from Ms. Vinita Bajoria, including the following:

(i) Consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

(ii) Confirmation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,

(iii) Declaration that she is not been debarred from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

(iv) Declaration that she continues to fulfil the criteria of independence specified in Sections 149 and 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations;

Ms. Vinita Bajoria will be entitled to remuneration by way of sitting fees and annual commission in line with the entitlement of other Independent Directors of the Company as approved by the Board of Directors and/or members of the Company from time to time.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014, the name of Ms. Vinita Bajoria (DIN: 02412990) has been included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs ('IICA'), and she has also passed the online proficiency self-assessment test conducted by the Institute on August 10, 2020.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the re-appointment of Ms. Vinita Bajoria for the office of Independent Director for the second term.

A draft letter of re-appointment of Mrs. Vinita Bajoria as an Independent Director setting out the terms and conditions of her re-appointment and notice under section 160 will be available for inspection electronically from the date of dispatch of this notice upto the date of the Annual General Meeting, on the website of the Company www.greenply.com . The aforesaid documents shall also be made available for physical inspection on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting at the Registered Office of the Company.

Brief Profile of Ms. Vinita Bajoria (DIN: 02412990), pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Mrs. Vinita Bajoria (DIN: 02412990)
Father's Name	Shri Jagdish Prasad Chowdhary
Age and Date of Birth	56 years (Date of Birth: 7th October, 1969)
Date of first Appointment on the Board of the Company	15th September, 2021
Experience/Expertise in specific functional areas	Mrs. Vinita Bajoria is an MBA from ICFAI, Hyderabad and completed General Management Program (GMP) and Advanced Management Program (AMP) from Harvard Business School. She has vast experience in varied industry and has gained management expertise in strategic management, marketing, corporate operations, human resources and overall corporate management. She was a member of the South Asian Advisory Board which is part of the Global Advisory Board of Harvard Business School from 2016 to 2023 and presently she is on the Board of Governors and Society of IIM-Kozhikode.
Qualification	▪ MBA ▪ Senior Management Program of IIM, Kolkata ▪ General Management Program (GMP), Harvard Business School, 2011 ▪ Advanced Management Program (AMP), Harvard Business School, 2012
Terms and conditions of Appointment	Being re-appointed as Independent Director, not liable to retire by rotation, to hold office for a further period of five consecutive years, with effect from 15th September, 2026 to 14th September, 2031. The draft letter of re-appointment containing terms and conditions of her appointment as Independent Director would be available for inspection electronically/physically and the same would be uploaded on the website of the Company at www.greenply.com/investors
Directorship held in other Companies	**Listed Entity(ies):** Nil **Unlisted Entity(ies):** 1. Nicco Cables Private Limited 2. Greenply Speciality Panels Private limited 3. Obleeq Creatives Private Limited (Formerly Known as Clae Creatives Private Limited) 4. Harvard Business School Club of India

Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Nomination & Remuneration Committee Member: Corporate Social Responsibility Committee
Chairman/Member of the Committee of the Board of Directors of other companies in which she is a director	Chairman: Nil Member: Nil
Listed entities from which the Appointee has resigned in the past 3 years	Continental Valves Limited
Number of Equity Shares held in the Company	2000 equity shares of Re.1/- each
Number of Board Meetings attended during the Financial year 2025-2026	6 (Six) out of 6 (Six) held
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Details of remuneration sought to be paid, if any	Mrs. Vinita Bajoria will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors in their meeting held on August 4, 2021 (including any change therein from time to time) and annual commission in line with the annual commission payable to other Independent Directors of the Company as approved by the members of the Company in 29th Annual General Meeting held on September 30, 2019 (including any change therein from time to time), or such other remuneration as may be approved by the Board subject to the recommendation of NRC from time to time, in accordance with the applicable provisions of the Act.
Remuneration last drawn, if any	During FY 2025-26: Sitting Fee - ₹12,00,000 Annual Commission - ₹15,00,000
Justification for choosing the appointee for Appointment based on her skills and expertise	In the opinion of the Nomination and Remuneration Committee and the Board of the Company, Mrs. Vinita Bajoria continues to possess appropriate skills, experience and knowledge considered relevant for the effective discharge of her role as an Independent Director of the Company and fulfils the conditions for re-appointment as Independent Director as specified in the Companies Act, 2013 including rules made thereunder and the SEBI Listing Regulations.
In case of independent director(s), Performance Evaluation / skills and capabilities required for the role and manner in which the proposed independent director meets such requirement	In the opinion of the Nomination and Remuneration Committee and the Board of the Company, Mrs. Vinita Bajoria continues to possess appropriate knowledge, capabilities and experience considered relevant for the effective discharge of her role as an Independent Director of the Company and fulfils the conditions for re-appointment as Independent Director as specified in the Companies Act, 2013 including rules made thereunder and the SEBI Listing Regulations. Mrs. Vinita Bajoria possesses the requisite skill, expertise and competencies, including but not limited to Finance, Technology, Corporate Governance practices, industry and regulatory knowledge, strategic planning and implementation, environment sustainability and CSR, Human Resource Management etc. which enable her to make an effective contribution to the deliberations and functioning of the Board of Directors of the Company.

Except Ms. Vinita Bajoria or her relatives, none of the other Directors or Key Managerial Personnel of the Company, and/or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends the Resolution set out under Item No. 4 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

Resolution at Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors (Board) of the Company at its meeting held on July 24, 2026, had appointed Mr. Girish Kulkarni (DIN: 01683332), aged 62 years, as an Additional Director in the capacity of an Independent Director of the Company with effect from July 24, 2026, pursuant to Section 161 of the Companies Act. 2013 (the Act), read with Articles of Association of the Company.

Pursuant to the provisions of the said Section 161 of the Companies Act, 2013 (the "Act"), Mr. Girish Kulkarni (DIN: 01683332) will hold office upto the date of the ensuing 36th Annual General Meeting. Also, as per Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Mr. Kulkarni shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity is subject to the approval of the shareholders by way of a special resolution.

With an illustrious career spanning over four decades, Mr. Girish Kulkarni is a seasoned Business Leader with expertise in building and scaling businesses in the Asian insurance and financial sectors, along with a deep understanding of governance and strategic planning. Mr. Kulkarni's journey has been marked by his instrumental roles in launching and shaping various Joint ventures across Asia Pacific. As a founding member of the global strategy board of Dai-Ichi Life, he played a pivotal role in charting the insurer's Global expansion strategy and its development for the Asian market as Chairman - Asia Pacific (Non-Executive).

Before moving to Dai Ichi Group's global Business, Mr. Kulkarni headed Dai Ichi's tri-party Joint Venture "Star Union Dai Ichi Life Insurance" as its MD&CEO for almost a decade making it a profit-able, consistently growing business with just 500 Crores of Capital. Prior to Dai-Ichi Life, his entrepreneurial spirit was engaged in building companies from the ground up. Under his leadership, SBI Life established its distribution architecture which led SBI Life to be a major player in the insurance market. Additionally, his experience in building General Motors Finance (GMAC) and Generali Group positioned him as a leader with a global perspective and a deep understanding of the complexities in the financial services industry. Mr. Kulkarni's career is a testament to his strategic acumen, leadership abilities, and knack for identifying growth opportunities while continuously improving lives along the way.

An Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(l)(b) read with Regulation 25(8) of the Listing Regulations respectively. The Company has received declaration from Mr. Girish Kulkarni (DIN: 01683332) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16 (l)(b) of the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received all statutory declarations/ disclosures from Mr. Girish Kulkarni, including the following:

(i) Consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the

Companies (Appointment and Qualification of Directors) Rules, 2014.

(ii) Confirmation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

(iii) Declaration that he is not been debarred from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, in terms of NSE circular No. NSE/CML/2018/24 and BSE circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

(iv) Declaration that he continues to fulfil the criteria of independence specified in Sections 149 and 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations;

The Board of Directors of the Company is of the opinion that Mr. Girish Kulkarni fulfils the conditions for independence as specified in the Act, the rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharging his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Girish Kulkarni will be of immense benefit to the Company and hence his appointment as an Independent

Director is justified in terms of Secretarial Standards on General Meeting (SS-2). The Company has also received a declaration from Mr. Kulkarni that he is in compliance with the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014.

Mr. Girish Kulkarni will be entitled to remuneration by way of sitting fees and annual commission in line with the entitlement of other Independent Directors of the Company as approved by the Board of Directors and/or members of the Company from time to time.

The aforesaid Independent Director is an eminent personality with rich experience in various facets of business. In the opinion of the Board, Mr. Girish Kulkarni fits into the required capabilities as identified by the Nomination and Remuneration Committee and fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, Rules framed thereunder and the SEBI Listing Regulations. Your Board considers that his association with the Company would be of immense benefit to the Company.

The Board taking into account the recommendations of the Nomination and Remuneration Committee and on the basis of skills, background, experience and expertise of Mr. Girish Kulkarni, has recommended to the shareholders his appointment as a Director in the category of Non-Executive Independent Director of the Company, for a term of five (5) consecutive years, commencing from July 24, 2026 to July 23, 2031 (both days inclusive), not liable to retire by rotation.

The Company has received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Girish Kulkarni for the office of Independent Director.

A copy of the draft letter of appointment of Mr. Girish Kulkarni (DIN: 01683332) as an Independent Director setting out the terms and conditions of his appointment and notice under section 160 will be available for inspection by the members through electronic mode, from the date of dispatch of this notice upto the date of the Annual General Meeting, on the website of the Company www.greenply.com .The aforesaid documents shall also be made available for physical inspection on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting at the Registered Office of the Company.

Brief Profile of Mr. Girish Kulkarni (DIN: 01683332), pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Girish Kulkarni (DIN: 01683332)
Father's Name	Mr. Pandurang Kulkarni
Age and Date of Birth	62 years (Date of Birth: 03.12.1963)
Date of first Appointment on the Board of the Company	July 24, 2026
Experience/Expertise in specific functional areas	Business Strategy and Governance, Board and Regulatory landscapes, Finance, Sales, Human resources.
Qualification	MBA
Terms and conditions of Appointment	The draft terms and conditions of his appointment as Independent Director would be available for inspection electronically/physically and the same would be uploaded on the website of the Company at www.greenply.com/investors.
Directorship held in other Companies	**Listed Entity(ies):** Signpost India Limited **Unlisted Entity(ies):** IndusInd Nippon Life Insurance Company Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Nil

Chairman/Member of the Committee of the Board of Directors of other companies in which he is a director	**Signpost India Limited** Chairman: ▪ Stakeholder Relationship Committee ▪ Corporate Social Responsibility Committee ▪ Risk Management Committee Member: ▪ Audit Committee ▪ Nomination & Remuneration Committee
Listed entities from which the Appointee has resigned/retired in the past 3 years	Nil
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial year 2025-2026	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Details of remuneration sought to be paid, if any	Mr. Girish Kulkarni will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors in their meeting held on August 4, 2021 (including any change therein from time to time) and annual commission in line with the annual commission payable to other Independent Directors of the Company as approved by the members of the Company in 29th Annual General Meeting held on September 30, 2019 (including any change therein from time to time), or such other remuneration as may be approved by the Board and/or Shareholders subject to the recommendation of Nomination and Remuneration Committee from time to time, in accordance with the applicable provisions of the Act.
Remuneration last drawn, if any	Nil
Justification for choosing the appointee for Appointment based on his skills and expertise	In the opinion of the Nomination and Remuneration Committee and the Board of the Company, Mr. Girish Kulkarni possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 including rules thereunder and the SEBI Listing Regulations. The Company believes that his skills, knowledge and experience will complement the effective functioning of the Board and will contribute to the Company's continued growth and governance.

Except Mr. Girish Kulkarni or his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolutions set forth in Item No. 5 for the approval of Members by way of Special Resolution.

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

Kaushal Kumar Agarwal
Company Secretary &
Vice President-Legal

Place: Kolkata
Date: July 24, 2026