GPIL/2026-27
July 15, 2026

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai-400001
Scrip Code: 542857

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051
Symbol – GREENPANEL

Dear Sir/Madam,

Sub: Notice of the 9th Annual General Meeting (AGM)

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed Notice along with Explanatory Statement of the 9th AGM of the members of the Company, scheduled to be held on **Friday, August 7, 2026, at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means** in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder, read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025**.** Detailed instructions for registering email addresses(s), casting vote and attending AGM are given in the Notice of the AGM.

Notice of the AGM is also available on the website of the Company at https://www.greenpanel.com/pdf/Notice-of-9th-Annual-General-Meeting-db96ae.pdf

We would like to inform you that in respect of aforesaid AGM, the voting rights shall be reckoned on the equity shares registered in the name of the Members at the close of the working hours of cut-off date i.e. Friday, July 31, 2026.

Kindly take the above on records.

Thanking you,

Yours faithfully,
For **Greenpanel Industries Limited**
Lawkush Prasad

Digitally signed by Lawkush Prasad
Date: 2026.07.15 14:29:26 +05'30'

Company Secretary & VP – Legal
ACS:18675

Encl.: a/a

GREENPANEL

GREENPANEL INDUSTRIES LIMITED

Registered and Corporate Office: DLF Downtown, Block-3, 1st Floor, DLF Phase-3, Sector 25A,
Gurugram, Haryana, India - 122002
Phone: 0124- 4784600
Email: investor.relations@greenpanel.com, Website: www.greenpanel.com
CIN: L20100HR2017PLC127303

NOTICE

Notice is hereby given that the 9th Annual General Meeting ('AGM' or 'Meeting') of the Members of Greenpanel Industries Limited ("the Company") will be held as scheduled below:

Day : Friday

Date : August 7, 2026

Time : 11.00 A.M. (IST)

Mode: Through video conferencing ("VC") / Other Audio-Visual Means ("OAVM")

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

2. To declare a dividend of ₹ 0.50 (Fifty Paisa) per Equity Share of ₹ 1 each for the Financial Year ended March 31, 2026.

3. To appoint a director in place of Mr. Shobhan Mittal (DIN:00347517), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Alteration of the Articles of Association of the Company

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

"Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded for alteration of the Articles of Association of the Company by substituting the existing Article 58(17) with the following new Article 58(17):

Article 58(17):

An Independent Director shall not be entitled to any stock option and may receive sitting fees and reimbursement of expenses for participation in meetings of the Board or Committees thereof or for any other purpose as may be permitted under the Act and decided by the Board. On the basis of recommendations of the Nomination and Remuneration Committee, an Independent Director may also be paid such remuneration (in such form or proportion or manner including percentage of profits as may be permissible under the Act), as the Board may from time to time decide, provided that such remuneration may exceed the limit prescribed under Section 197(1) but shall not exceed such amount as may be approved by the Members of the Company in accordance with Sections 149, 197, 198 of the Act read with Schedule V to the Act.

Resolved further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, execute all such documents, instruments and writings and take all such steps as may be necessary, desirable or expedient for giving effect to this Resolution, including filing of necessary forms and returns with the Registrar of Companies and other regulatory authorities."

5. Payment of Remuneration to the Independent Directors

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

"Resolved that pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to each Independent Director of the Company, not exceeding ₹ 10,00,000 (Rupees Ten Lakhs only) per annum, as the Board of Directors of the Company ("the Board") may decide from time to time, based on the recommendation of the Nomination and Remuneration Committee, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(ii) read with Section II of Part II of Schedule V to the Act in any financial year(s), for each of three financial years commencing from 1st April, 2025, paid in accordance with Schedule V to the Act.

Resolved further that for the financial year 2025-26, remuneration of ₹ 5,00,000 (Rupees Five Lakhs only) be paid to each Independent Director of the Company, notwithstanding that such remuneration exceeds the limits prescribed under Section 197(1)(ii) read with Section II of Part II of Schedule V to the Act.

Resolved further that such remuneration shall be in addition to the sitting fees and reimbursement of expenses payable to the Independent Directors for attending meetings of the Board of Directors, Committees thereof or for any other purpose as permitted under the Act and decided by the Board.

Resolved further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine the quantum, manner and proportion of remuneration payable to the Independent Directors within the overall limits approved by the Members and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for giving effect to this Resolution."

By order of the Board
For Greenpanel Industries Limited

Place: Gurugram
Date: May 15, 2026

Lawkush Prasad
Company Secretary and VP-Legal
Membership No.: A18675

Registered Office:
DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurugram - 122002

NOTES:

1. The Ministry of Corporate Affairs **('MCA')** allows companies to hold AGM through Video Conferencing or Other Audio Visual Means **('VC/OAVM')**, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at DLF Downtown, Block-3, 1st Floor, DLF Phase-3, Sector 25A, Gurugram, Haryana, India - 122002.

   [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as **'MCA Circulars'**]

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), Para 1.2.5 of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), setting out the material facts concerning the Special Business under Item Nos. 4 and 5 of the accompanying Notice, forms an integral part of this Notice.

3. Members may attend and participate in the AGM through VC/OAVM facility, which shall be made available by the Company. The facility for joining the AGM shall open 60 minutes before the scheduled commencement time of the Meeting and shall remain open throughout the proceedings of the Meeting. The facility of participation through VC/OAVM shall be made available to at least 1,000 Members on a first-come, first-served basis. However, large Members (holding 2% or more of the share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors and such other persons as may be permitted under applicable laws shall not be subject to the aforesaid restriction.

4. The attendance of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Pursuant to the MCA Circulars, since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

6. Institutional/Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned certified true copy (PDF/JPG format) of the Board Resolution/Authorisation Letter or other authority authorising their representative to attend the AGM through VC/OAVM and vote through remote e-voting or e-voting during the AGM. The said documents should be sent to the Scrutinizer at pawan@sarawagi.in with a copy marked to enotices@in.mpms.mufg.com and secretarial@greenpanel.com. Alternatively, such documents may also be uploaded through the e-voting portal by clicking on the "Upload Board Resolution/Authority Letter" option available under the 'e-Voting' tab after logging into the e-voting system.

7. Members holding shares in electronic form are requested to intimate any change in their name, address, email address, mobile number, bank account details, nomination, PAN or other KYC particulars to their respective Depository Participants. Members holding shares in physical form are requested to update the same with the Registrar and Share Transfer Agent ("RTA"), M/s. MUFG Intime India Private Limited, by submitting the prescribed forms, which is available on the website of the Company and may be accessed at https://greenpanel.com/Investor-Relations/Investor-Relations-Detail.aspx?tab=Investor+Information, along with supporting documents. Members are advised to keep their demat accounts active and periodically verify their holdings with their Depository Participants.

8. Members may contact the Company's RTA, M/s. MUFG Intime India Private Limited, through Mr. Amit Banerjee [Phone: (033) 6906 6200; Email: kolkata@in.mpms.mufg.com] for any assistance relating to shareholding matters. Members may also contact Mr. Lawkush Prasad, Company Secretary & VP-Legal, at the Registered Office of the Company [Phone: 0124-4784600; Email: secretarial@greenpanel.com].

9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to investor.relations@greenpanel.com or to the Registered Office of the Company at least seven working days before the AGM so that the required information can be made available at the Meeting.

10. As the equity shares of the Company are compulsorily tradable in dematerialised form, Members holding shares in physical form are requested to dematerialise their shareholding at the earliest.

11. Pursuant to Regulation 40 of the Listing Regulations, transfer of securities is permitted only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Members holding shares in physical form are therefore

advised to dematerialise their holdings at the earliest. Members may approach their nearest Depository Participant or refer to the websites of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for further information on opening and operating a demat account.

12. SEBI has mandated submission of PAN, nomination, contact details, bank account details and other prescribed KYC information by all security holders. Members are requested to update the same with their respective Depository Participants or the RTA, as applicable.

13. In compliance with the MCA Circulars, the Notice of AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participants or the RTA as on July 10, 2026. The Notice and Annual Report shall also be available on the website of the Company, the websites of BSE Limited and National Stock Exchange of India Limited and on the website of the RTA at www.greenpanel.com, www.nseindia.com, www.bseindia.com, and https://instavote.linkintime.co.in, respectively.

14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing remote e-voting facility and e-voting facility during the AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed M/s. MUFG Intime India Private Limited as the agency for facilitating voting through electronic means.

15. Members who have cast their votes through remote e-voting may attend the AGM but shall not be entitled to vote again during the AGM. Members attending the AGM through VC/OAVM who have not cast their votes through remote e-voting and are otherwise eligible to vote shall be entitled to vote through the e-voting facility available during the AGM.

16. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be available electronically for inspection by the Members during the AGM. Such documents shall also be available for inspection at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays, up to the date of the AGM.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents required to be kept open for inspection under the Act, shall be available for inspection by the Members in electronic mode during the AGM. Members seeking to inspect such documents may do so upon logging into the e-voting system at https://instavote.linkintime.co.in/

18. The Board of Directors has appointed Mr. Pawan Kumar Sarawagi, Practising Company Secretary (Membership No. F3381; CP No. 4882), Proprietor of M/s. P. Sarawagi & Associates, Kolkata, as the Scrutinizer for conducting the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

19. Members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on July 31, 2026 ("Cut-off Date") shall be entitled to avail the facility of remote e-voting and e-voting during the AGM.

20. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

21. The Scrutinizer shall, after the conclusion of the AGM, unblock the votes cast through remote e-voting and e-voting during the AGM and submit a consolidated Scrutinizer's Report to the Chairman or any person authorised by him in writing, who shall declare the results in accordance with the provisions of the Act and the Listing Regulations.

22. The results of remote e-voting and e-voting conducted during the AGM, together with the Scrutinizer's Report shall be placed on the notice board at the Registered Office of the Company, on the websites of the Company and the RTA immediately after such declaration. The results shall also be simultaneously intimated to the Stock Exchanges where the equity shares of the Company are listed.

23. In case of any queries or grievances relating to e-voting, Members may contact the RTA at enotices@in.mpms.mufg.com or Mr. Lawkush Prasad, Company Secretary & VP-Legal, at secretarial@greenpanel.com.

24. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on July 31, 2026, will be entitled to payment of Dividend for the financial year ended March 31, 2026, as recommended by the Board, if approved at the AGM.

25. As per the Listing Regulations, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. To avoid delay in receipt of dividend, Members holding shares in demat mode are requested to submit/update their Bank details viz. Bank Account Number, Name of

the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account. Members holding share(s) in physical mode and who have not updated their bank mandates are requested to update them.

26. Pursuant to the provisions of the Income-tax Act, 2025 (IT Act), dividend income is taxable in the hands of Members, and the Company shall deduct tax at source (TDS) at the applicable rates. Members are requested to update their PAN and other relevant tax details with their Depository Participants or the RTA, as applicable.

For resident Members, taxes shall be deducted at source under Section 393 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual Members if the total dividend to be received by them during tax year 2026-27 does not exceed ₹ 10,000 and also in cases where members provide Form 121, subject to conditions specified in the IT Act. Resident Members may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 121 or any other document as mentioned above. For non-resident Members, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act, non-resident Members have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("tax treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the Members, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident Members will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the Members/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by Members / authorized signatory
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal
- Self-declaration by the Members of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act
- Self-declaration of beneficial ownership of equity shares by the non-resident Members
- Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI
- Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the Members

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

27. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA, M/s. MUFG Intime Private Limited. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).

28. Remote e-voting instructions for Members:

In terms of SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

The remote voting period begins on August 4, 2026, at 9:00 a.m. and ends on August 6, 2026, at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date, July 31, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by the RTA for voting thereafter. A person who is not a Member as on the cut-off date should treat this notice for informational purposes only.

Pursuant to SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, and Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facilities to their Members in respect of all Member resolutions.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for all the demat account holders, by way of a single login credential through their demat accounts or the websites of depositories or depository participant(s). 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 the ease and convenience of participating in the e-voting process.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

The login method for individual Members holding securities in demat mode is given below:

i. Individual Members holding securities in demat mode with NSDL:

METHOD 1 - NSDL OTP based login

a. Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c. Enter the OTP received on your registered email ID/ mobile number and click on login.

d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Members registered for IDeAS facility:

a. Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b. Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for IDeAS facility:

a. To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c. Enter the last 4 digits of your bank account / generate 'OTP'

d. Post successful registration, user will be provided with Login ID and password.

e. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

Google Play App Store

METHOD 3 - NSDL e-voting website

a. Visit URL: https://www.evoting.nsdl.com

b. Click on the "Login" tab available under 'Shareholder/Member' section.

c. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

ii. Individual Members holding securities in demat mode with CDSL:

METHOD 1 - CDSL e-voting page

a. Visit URL: https://www.cdslindia.com.

b. Go to e-voting tab.

c. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Members registered for Easi/ Easiest facility:

a. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

b. Enter existing username, Password & click on “Login”.

c. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for Easi/ Easiest facility:

a. To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b. Proceed with updating the required fields for registration.

c. Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

III. Individual Members (holding securities in demat mode) login through their depository participants:

Individual Members can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a. Login to DP website

b. After Successful login, user shall navigate through “e-voting” option.

c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d. Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

29. The login method for individual Members holding securities in physical form or non-individual Members holding securities in demat mode are listed below:

Members holding shares in physical mode / Non-Individual Members holding securities in demat mode as on July 31, 2026, may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Members registered for INSTAVOTE facility:

a. Visit URL: https://instavote.linkintime.co.in & click on **“Login”** under ‘SHARE HOLDER’ tab.

b. Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”. (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (e.g.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in Physical form	User ID is Event No.+ Folio no. registered with the Company

Members not registered for INSTAVOTE facility:

a. Visit URL: https://instavote.linkintime.co.in and click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (e.g.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in Physical form	User ID is Event No.+ Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

    i. Members, holding shares in **NSDL form**, shall provide 'point 4' above.

    ii. Members, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

    iii. Members, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

    Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

    NOTE: Members may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Members may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional Members ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity and stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

    1. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

    2. 'Investor's Name - Enter Investor's Name as updated with DP.

    3. 'Investor PAN' - Enter your 10-digit PAN.

    4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

    NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

    Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate Members can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b. Click on "Votes Entry" tab under the Menu section.

c. Enter the "Event No." for which you want to cast vote.

d. Event No. can be viewed on the home page of InstaVote under "On-going Events".

e. Enter "16-digit Demat Account No.".

f. 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

g. 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.

h. Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

METHOD 2 - VOTES UPLOAD

a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b. After successful login, you will see "Notification for e-voting".

c. Select "View" icon for "Company's Name / Event number".

d. E-voting page will appear.

e. Download sample vote file from "Download Sample Vote File" tab.

f. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

h. Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate Members shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at pawan@sarawagi.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at secretrial@greenpanel.com.

HELPDESK:

Members holding securities in physical mode / Non-Individual Members holding securities in Demat mode:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Members holding securities in demat mode:

Individual Members 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 Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Members holding securities in physical mode / Non-Individual Members holding securities in demat mode:

Individual Members holding securities in physical mode / Non-Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the Members can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (e.g.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in Physical form	User ID is Event No.+ Folio no. registered with the Company

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the Members can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Members have a valid email address, Password will be sent to his / her registered e-mail address. Members can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Members are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Members

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For 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, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

30. Process and manners for attending the Annual General Meeting through InStaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access InStaMeet facility.

Login method for Members to attend the General Meeting through InStaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b. Select the "Company Name" and register with your following details:

c. Select Check Box - **Demat Account No. / Folio No. / PAN**

   - Members holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
   - Members holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
   - Members shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG InTime, if applicable.
   - Mobile No: Mobile No. as updated with DP is displayed automatically. Members who have not updated their Mobile No with the DP shall enter the mobile no.
   - Email ID: Email Id as updated with DP is displayed automatically. Members who have not updated their Email Id with the DP shall enter the Email Id.

d. Click "Go to Meeting"

You are now registered for InStaMeet, and your attendance is marked for the meeting.

31. Instructions for Members to Speak during the Annual General Meeting through InStaMeet:

i. Members 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 7 days prior to meeting mentioning their name, demat account number/ folio number, email id and mobile number at secretarial@greenpanel.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id and mobile number at secretarial@greenpanel.com. These queries will be replied to by the company suitably by email.

ii. Those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time.

iii. Members will get confirmation of registration as speaker on first cum first served basis depending upon the limitation of number of maximum speakers.

iv. Members will receive “speaker serial number” from RTA once they mark attendance for the meeting.

v. Other Members who are not registered as speakers may ask questions to the panelist via active chat-board during the meeting.

vi. Please remember speaker serial number and start your conversation with panelist by switching on video and audio mode of your device.

Members are requested to speak only when moderator of the meeting/ management announce the name and serial number of the speaker for speaking.

32. Instructions for Members to Vote during the Annual General Meeting through InStaMeet:

Once electronic voting is activated during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

i. On the Members VC page, click on the link for e-voting “Cast your vote”

ii. Enter your 16-digit demat account no. / folio no. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMeet and click on 'Submit'.

iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'.

v. After selecting the appropriate option i.e. favour/ against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

vi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

vii. Members who will be present in the AGM through InStaMeet facility and have not cast 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 facility during the meeting. Members who have voted through remote e-voting prior to the AGM will be eligible to attend and participate in the AGM through InStaMeet. However, they will not be eligible to vote again during the meeting.

viii. Members are encouraged to join the meeting through their PC/tablets/ laptops connected through broadband for a better experience.

ix. Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

x. Please note that members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/ visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

xi. In case Members faces technical issues or have any queries regarding login/ e-voting, they may contact RTA by sending an email to instameet@in.mpms.mufg.com or contact on Tel. No.: 022-49180000/49186175.

By order of the Board
For Greenpanel Industries Limited

Place: Gurugram
Date: May 15, 2026

Lawkush Prasad
Company Secretary and VP-Legal
Membership No.: A18675

Registered Office:
DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurugram - 122002

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Para 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") and other applicable provisions

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in Item Nos. 4 and 5 of the accompanying Notice.

Item No.4: Alteration of the Articles of Association of the Company

The existing Articles of Association of the Company ("AOA") provide for payment of commission to Independent Directors based on the profits of the Company. However, the existing provisions do not specifically provide for payment of remuneration to Independent Directors in the event of absence or inadequacy of profits, though permitted under the Companies Act, 2013 ("the Act"), subject to approval of the Members by way of a Special Resolution.

In order to align the AoA with the enabling provisions of the Act and to provide flexibility to the Company to remunerate Independent Directors in the event of absence or inadequacy of profits, subject to approval of the Members and compliance with applicable laws, the Board of Directors, at its meeting held on May 15, 2026, approved amendments to Article 58(17) of the AoA.

The proposed amendments, inter alia, is sought to enable payment of remuneration to Independent Directors by way of annual remuneration in the event of absence or inadequacy of profits, in addition to sitting fees and reimbursement of expenses, in accordance with the applicable provisions of the Act and other applicable laws.

Pursuant to Section 14 of the Act, any alteration of the AoA requires approval of the Members by way of a Special Resolution.

A copy of the amended AoA incorporating the proposed changes shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting ("AGM") and shall also be available for inspection electronically during the AGM.

The Board recommends the proposed alteration of AoA, as set out in Item No. 4 of the Notice for approval by the Members as a Special Resolution.

Except the Independent Directors and/or their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5: Payment of Remuneration to the Independent Directors

Pursuant to the provisions of Sections 149, 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V thereto and other applicable provisions, if any, remuneration may be paid to the Independent Directors in the event of absence or inadequacy of profits, subject to compliance with the conditions prescribed under the Act and approval of the Members by way of a Special Resolution.

Since the Company has reported inadequacy of profits for the financial year 2025-26, remuneration cannot be paid to the Independent Directors as commission on profit, as approved by the Members at the Annual General Meeting held on September 5, 2022.

Accordingly, in terms of the provisions of the Act read with Schedule V thereto and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 15, 2026, approved, subject to the approval of the Members, payment of remuneration to each Independent Director not exceeding ₹ 10,00,000 (Rupees Ten Lakhs only) per annum notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(ii) read with Section II of Part II of Schedule V to the Act in any financial year(s), including remuneration of ₹ 5,00,000 (Rupees Five Lakhs only) for the financial year 2025-26.

The proposed remuneration has been recommended after considering, inter alia, the financial position of the Company, the qualifications, expertise, experience and contribution of the Independent Directors, industry practices and the overall best interests of the Company and its Members.

Such remuneration shall be payable to the Independent Directors in such manner and proportion as may be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits approved by the Members and the provisions of the Act. The remuneration shall be in addition to sitting fees and reimbursement of expenses payable for attending meetings of the Board and Committees thereof or for any other purpose as may be permitted under the Act and decided by the Board.

Considering the contribution made by the Independent Directors in the governance of the Company, the Board deems it desirable and in the interest of the Company to pay remuneration to the Independent Directors in the event of absence or inadequacy of profit also, the Board recommends the resolution as set out in the Item No. 5 of the Notice for approval by the Members as a Special Resolution.

The information as required under Clause (iv) of 2nd proviso to Para B of Section II of Part II of Schedule V to the Act are provided in Annexure to this Notice, forming part of this Notice.

Except the Independent Directors and/or their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board
For Greenpanel Industries Limited

Lawkush Prasad
Company Secretary and VP-Legal
Membership No.: A18675

Place: Gurugram
Date: May 15, 2026

Registered Office:
DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurugram - 122002

ANNEXURE TO THE NOTICE

[Pursuant to Schedule V Part II Section II (B) (iv) of the Companies Act, 2013

General Information

1	**Nature of industry**	Greenpanel Industries Limited is a wood based interior infrastructure company, primarily engaged in the manufacture of an array of wood-based panel products which includes plywood, MDF, HDF, Flooring and allied products. The products manufactured by the Company are sold across the country under brand name of "Greenpanel" and the Company has a nationwide sales and dealer network.
2	**Date or expected date of commencement of commercial production**	Not Applicable
3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	Not Applicable (The Company is an existing Company).
4	**Financial performance based on given indicators as per Audited Financial Statements for the year ended March 31, 2026**	See table below
5	**Foreign investments or collaborations, if any**	Not Applicable

Particulars (2025-26)	**(₹ in crores)**
Gross Turnover & Other income	₹ 1,553.87
Net Profit as per Statement of Profit & Loss (After Tax)	₹ -29.13
Computation of Profit in accordance with Section 198 of the Act	₹ -67.48
Net Worth	₹ 1,355.88

Information About the Appointee:

Particulars	Mr. Salil Kumar Bhandari	Mr. Mahesh Kumar Jiwrajka	Mr. Arun Kumar Saraf	Ms. Shivpriya Nanda
Background	Mr. Salil Kumar Bhandari is Founder of BGJC Consulting Pvt. Ltd., an audit and management consulting firm in New Delhi, having offices in Kuwait and UAE. He sits on the Board of companies, educational institutions, non-profit organisations etc. He is a member of the National Executive Committee of FICCI. He is a Former President of PHD Chamber of Commerce & Industry and was also a Managing Committee member at ASSOCHAM. He was Member of Task Force – Commission on Centre State Relations, Govt. of India and a Member of Advisory Committee, Dept. of Company Affairs, Govt. of India.	Mr. Mahesh Kumar Jiwrakja is Designated Partner of SRDA Advisory Services LLP. He belonged to the Indian Forest Service, Maharashtra Cadre (March 1, 1977, to March 31, 2009) and took voluntary retirement with effect from March 31, 2009. His past positions included Inspector General of Forests & Head North-East Cell, Ministry of Environment & Forests, Government of India. He has extensive experience in handling a host of environmental issues. He was also previously the Member Secretary of various special committees and teams constituted by the Supreme Court of India.	Mr. Arun Kumar Saraf is a Chartered Accountant. He has been practicing as a tax consultant for over 40 years. He has, over the years, managed Income Tax related matters for over 250 companies across Kolkata, Bengaluru and Mumbai.	Ms. Shivpriya Nanda is a Senior Partner at a tier 1 law firm with over 34 years of extensive experience in mergers and acquisitions, corporate restructuring, strategic joint ventures, and corporate advisory. She has served as the member of executive committee of the firm for decades and also held the position of Joint Managing Partner in the past. She is a founding member of the Society of Women Lawyers in India. She has spearheaded several pro-bono activities of the firm and serves on the Pro Bono Council of Trust Law.

Particulars	Mr. Salil Kumar Bhandari	Mr. Mahesh Kumar Jiwrajka	Mr. Arun Kumar Saraf	Ms. Shivpriya Nanda
Details	He served as member of the Board of Indian Institute of Management, Indore and is on the Board of Jaipuria Institute of Management, Society for Integrated Development of Himalayas and was Chairman of Child Fund India, an international funding agency. He is FCA, a graduate from Shri Ram College of Commerce, Delhi University, and a diploma holder in Business Administration from the All-India Council for Management Studies.			
Past remuneration	**During F.Y. 2023-24** Commission for FY 2023-24: ₹10 Lakhs Sitting Fees: ₹5.5 Lakhs **During FY 2024-25** Commission for FY 2024-25: ₹ 5 Lakhs Sitting Fees: ₹ 6.3 Lakhs **During FY 2025-26** Remuneration for FY 2025-26: Sitting Fees: ₹ 5.3 Lakhs and Remuneration: ₹ 5 Lakhs subject to approval in the upcoming AGM	**During F.Y. 2023-24** Commission for FY 2023-24: ₹ 10 Lakhs Sitting Fees: ₹ 6.5 Lakhs **During FY 2024-25** Commission for FY 2024-25: ₹ 5 Lakhs Sitting Fees: ₹ 7.4 Lakhs **During FY 2025-26** Remuneration for FY 2025-26: Sitting Fees: ₹ 6.1 Lakhs and Remuneration: ₹ 5 Lakhs subject to approval in the upcoming AGM	**During F.Y. 2023-24** Commission for FY 2023-24: ₹ 10 Lakhs Sitting Fees: ₹ 5.9 Lakhs **During FY 2024-25** Commission for FY 2024-25: ₹ 5 Lakhs Sitting Fees: ₹ 7.4 Lakhs **During FY 2025-26** Remuneration for FY 2025-26: Sitting Fees: ₹ 5.7 Lakhs and Remuneration: ₹ 5 Lakhs subject to approval in the upcoming AGM	**During F.Y. 2023-24** Commission for FY 2023-24: ₹ 10 Lakhs Sitting Fees: ₹ 4.7 Lakhs **During FY 2024-25** Commission for FY 2024-25: ₹ 5 Lakhs Sitting Fees: ₹ 6.8 Lakhs **During FY 2025-26** Remuneration for FY 2025-26: Sitting Fees: ₹ 5.3 Lakhs and Remuneration: ₹ 5 Lakhs subject to approval in the upcoming AGM

Recognition or awards	Distinguished presence in the industry with meaningful engagement across reputed business and professional bodies.
Job profile and their suitability	Considering the qualifications and excellent background of the Directors, they are well suited for the position in the Company.
Remuneration proposed	Not exceeding ₹ 10 Lakhs each in aggregate for a Financial Year apart from Sitting fees for Non-Executive Directors. The maximum amount proposed for any one Director as aforesaid is within the limits prescribed under Schedule V of the Act, including with reference to the relevant Effective Capital of the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is commensurate with the experience and comparable to the standards in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any	None of the Directors have any pecuniary relationship with the Company, other than their remuneration and are not related to any managerial personnel or other Director.

OTHER INFORMATION

1. Reasons of loss or inadequate profits: The Company's profitability for the above period was adversely impacted due to continued pressure on MDF realizations, increased finance costs, Foreign exchange fluctuation loss in respect of long term borrowings for the MDF plant at Tirupati, Andhra Pradesh, higher depreciation consequent to recent capacity expansions and challenging market conditions prevailing during parts of the year.

2. Steps taken or proposed to be taken for improvement: The Company continues to maintain a strong market position, supported by its extensive manufacturing capabilities, wide distribution network, established brand equity and focus on operational excellence. The management remains committed to enhancing operational efficiencies, strengthening margins and creating sustainable long-term value for all stakeholders.

3. Expected increase in productivity and profits in measurable terms: The Company expects gradual improvement in its operational performance, driven by better capacity utilisation, optimisation of product mix, cost rationalisation initiatives and strengthening of market demand. While it is not practicable at this stage to quantify the expected increase in productivity and profitability in measurable terms, the management remains focused on improving operational efficiencies, enhancing returns and achieving sustainable growth over the medium to long term.

DISCLOSURE

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor.

Other relevant disclosures are mentioned in the Board of Director's report and Corporate Governance report forming part of the Annual Report 2025-26.

Additional Details of Director seeking re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A brief profile of Mr. Shobhan Mittal, Managing Director & CEO of the company, who is liable to retire by rotation, seeking reappointment at the ensuing annual general meeting, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Shobhan Mittal (DIN: 00347517)
Father's Name	Mr. Shiv Prakash Mittal
Date of Birth	August 19, 1980
Age	46 years
Date of first appointment on the Board of the Company	December 13, 2017
Expertise in specific functional areas	Mr. Shobhan Mittal has over 21 years of extensive experience in business management, strategic planning, marketing, manufacturing operations, and business development in the wood panel industry. He possesses strong expertise in project execution, operational management, and corporate leadership. He played a key role in the establishment and commissioning of the Company's Medium Density Fibreboard (MDF) manufacturing facilities at Rudrapur, Uttarakhand and Tirupati, Andhra Pradesh. As the Managing Director & CEO, he is responsible for providing strategic leadership and overseeing the overall management and affairs of the Company, with a focus on sustainable growth, operational excellence, business expansion, and long-term value creation for stakeholders
Qualification	BBA
Terms and conditions of reappointment	Offers himself for reappointment with the existing terms of appointment.
Last drawn remuneration	Mr. Mittal drew remuneration of ₹ 648.38 Lakhs for the financial year 2025-26.
Remuneration sought to be paid	As per the existing terms of appointment.
Directorships held in other companies	1. Prime Holdings Private Limited 2. Bluesky Projects Private Limited 3. Niranjan Infrastructure Private Limited 4. Association of Indian Panelboard Manufacturer
Chairman/Member of the committee of the Board of Directors of the Company	Member: a) Risk Management Committee b) Stakeholders Relationship Committee c) Corporate Social Responsibility Committee d) Operational Committee
Chairman/Member of the committee of the Board of Directors of other companies in which he is a Director.	Chairman: NIL Member: NIL
Name of the other companies from which he has resigned in past three years	NA
Number of shares held in the Company	1,66,59,180 equity shares.
Number of Board Meetings attended during the financial year 2025-26	Five out of Five Board Meetings held during the year
Relationship with other Directors, Managers and KMPs of the Company	Son of Mr. Shiv Prakash Mittal, Whole-time Director & Executive Chairman