



GREENPANEL

GREENPANEL INDUSTRIES LIMITED

Registered and Corporate Office: Thapar House, 2nd Floor, 163, S. P. Mukherjee Road,
Kolkata - 700 026, India

Business Office: 3rd Floor, Plot No. 68, Sector - 44, Gurugram - 122003, India

Phone: (033) 4084-0600,

Email: investor.relations@greenpanel.com, Website: www.greenpanel.com

CIN: L20100AS2017PLC018272

NOTICE

Notice is hereby given that the 6th annual general meeting ('AGM' or 'meeting') of the members of Greenpanel Industries Limited will be held as scheduled below:

Day : Tuesday
Date : June 27, 2023
Time : 11.00 a.m. IST
Mode : Through video conferencing ("VC") or other audio-visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone financial statements of the company for the financial year ended March 31, 2023, the audited consolidated financial statements of the company for the said financial year, and the reports of the board of directors and auditors thereon.
2. To confirm payment of interim dividend of ₹1.50/- (one rupees and fifty paise) per share i.e., 150% on face value of equity shares of ₹1/- on 12,26,27,395 equity shares of the company, paid to the shareholders for the financial year 2022-23.
3. To appoint a director in place of Mr. Shiv Prakash Mittal (DIN: 00237242), who retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment.
4. To re-appoint the statutory auditors of the company and to fix their remuneration.

To consider and, if thought fit to pass with or without modification the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s), amendments, substitutions or re-enactment(s) thereof, for the time being in force] and recommendations of the audit committee and the board of directors of the company, M/s. S. S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. – 000756N) be and are hereby re-appointed as statutory auditors of the company to hold office for a further term of five consecutive years from the conclusion of the 6th annual general meeting till the conclusion of 11th annual

general meeting of the company at such remuneration, as may be decided by the board of directors of the company based on the recommendation of the Audit committee, in addition to reimbursement of out of pocket expenses in connection with audit of the financial statements of the company.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman, Mr. Shobhan Mittal (DIN: 00347517), Managing Director and CEO and Mr. Lawkush Prasad, Company Secretary and VP-Legal of the company be and are hereby severally authorised to sign and file necessary e-forms with the Registrar of Companies, issue appointment letter to the Auditors and to do all such acts, deeds, and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

5. Reappointment of Mr. Salil Kumar Bhandari (DIN: 00017566) as an independent director of the company for a second term of 5 years

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 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule IV to the Act and regulation 16(1)(b), 17, 25(2), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation") and pursuant to the provisions of the Articles of Association of the company and recommendation of the nomination and remuneration committee and the board of directors of the company, Mr. Salil Kumar Bhandari (DIN: 00017566), who was appointed as an independent director of the company by the shareholders for a period of five years with effect from August 6, 2018 and whose tenure is expiring on August 6, 2023 and has submitted a declaration that he meets the criteria for independence as required in section 149(7) of the Act and regulation 25(8) of Listing Regulations, be and is hereby reappointed as an independent director of the company to hold office for a second term of five consecutive years with effect from August 6, 2023 till August 5, 2028 whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman, Mr. Shobhan Mittal (DIN: 00347517), Managing Director and CEO and Mr. Lawkush Prasad, Company Secretary and VP-Legal, be and are hereby severally authorised to file returns of appointment with the Registrar of companies, issue letter of appointment and to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution.”

6. Reappointment of Mr. Mahesh Kumar Jiwrajka (DIN: 07657748) as an independent director of the company for a second term of 5 year

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 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with schedule IV to the Act and regulation 16(1)(b), 17, 25(2), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulation”) and pursuant to the provisions of the Articles of Association of the company and recommendation of the nomination and remuneration committee and the board of directors of the Company, Mr. Mahesh Kumar Jiwrajka (DIN: 07657748), who was appointed as an independent director of the company by the shareholders with effect from August 6, 2018 and whose tenure is expiring on August 6, 2023 and has submitted a declaration that he meets the criteria for independence as required in section 149(7) of the Act and regulation 25(8) of Listing Regulations, be and is hereby reappointed as an independent director of the company to hold office for a second term of five consecutive years with effect from August 6, 2023 till August 5, 2028 whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman, Mr. Shobhan Mittal (DIN: 00347517), Managing Director and CEO, and Mr. Lawkush Prasad, Company Secretary and VP-Legal of the Company be and are hereby severally authorized to file returns of appointment with the Registrar of companies, issue letter of appointment and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

Place: Gurgaon

By order of the Board

Date: May 6, 2023

For **Greenpanel Industries Limited**

Registered office:

Thapar House, 2nd Floor,
163, S.P. Mukherjee Road,
Kolkata - 700026

Lawkush Prasad

Company Secretary and VP-Legal
Membership No.: A18675

NOTES:

1. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, and Para 1.2.5 of the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India relating to the special businesses to be transacted at the meeting as set out in Items No. 5 to 6 is annexed hereto. Additional information, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), is also annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide general circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 and 11/2022 dated December 22, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has, vide circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021, SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 3, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted companies to conduct annual general meeting (“AGM”) through video conference (‘VC’) or other audio-visual means (‘OAVM’), subject to compliance of conditions mentioned therein. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the company is being conducted through VC or OAVM.
3. The members can join the AGM through VC/OAVM mode between 60 minutes before and 30 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a 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, stakeholder relationship committee, auditors, etc., who are allowed to attend the AGM without restriction on a first-come, first-served basis.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since the AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the physical

attendance of members has been dispensed with. Accordingly, the proxy form and attendance slip are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members, such as the President of India or the Governor of a State or body corporate, can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. Members are requested to notify immediately the change of their name, postal address, email address, mobile number, PAN, nomination, and bank particulars, if any, to their depository participants, if the shares are held by them in electronic form and to the registrar and share transfer agent ("RTA") of the company, i.e., Link Intime India Pvt. Ltd., if shares are held in physical form, as available on the website of RTA at <https://web.linkintime.co.in/KYC-downloads.html> in prescribed Form ISR-1 and other forms pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in physical form are requested to submit a duly filled-out form along with all necessary documents to the RTA at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083. Members are advised to exercise due diligence and not leave their demat account(s) dormant for long. They should obtain a periodic statement of holdings from the concerned depository participant and verify it.
7. Members are requested to contact the company's registrar and share transfer agent, M/s. Link Intime India Private Limited ("LIPL"), contact person Mr. Pradip Bhattacharya [Phone: (033) 40049728/40731698, Email ID: kolkata@linkintime.co.in], if they have any queries or for redressal of their complaints, or contact Mr. Lawkush Prasad, Company Secretary and VP- Legal of the company, at the registered office of the company [Phone: (033) 40840600; Email: secretarial@greenpanel.com]
8. Queries on the accounts and operations of the company, if any, may be sent either by email at investor.relations@greenpanel.com or by post at the registered office of the company, addressed to 'The Company Secretary' at "Thapar House," 2nd Floor, 163, S.P. Mukherjee Road, Kolkata-700026, at least seven working days in advance of the meeting so that the answers may be made readily available at the meeting.
9. Since securities of the company are to be traded compulsorily in dematerialized form as per the SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
10. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from April 1, 2019, except in cases of a request for transmission or transposition of securities. In view of this, to eliminate all risks associated with

physical shares and for ease of portfolio management, members holding shares in physical form are requested to dematerialize their physical shares. Members can contact the company or RTA for assistance in this regard.

11. The above amendment does not impact the member's requests for transmission or transposition of securities held in physical form.

The member may approach the nearest depository participant or browse through the websites of National Securities Depository Limited (<https://nsdl.co.in/>) and Central Depository Services Limited (www.cdslindia.com) for further clarification in this regard. Members are requested to contact the company's registrar and share transfer agent, LIPL, for any queries in regard to the aforesaid, or contact Mr. Lawkush Prasad, Company Secretary and VP-Legal of the company, at the registered office of the company [Phone: (033) 40840600; Email: secretarial@greenpanel.com].

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of a permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details 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 registrar and share transfer agent, LIPL. Members may register their PAN themselves with the RTA through the link: <https://web.linkintime.co.in/KYC-downloads.html>
13. The businesses set out in the notice will be transacted through an electronic voting system, and the company is providing facilities for voting by electronic means.
14. In compliance with the MCA and SEBI Circulars, notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the company's registrar and share transfer agents/depository participants(s). Members may note that the notice and annual report 2022-23 will also be available on the company's website (www.greenpanel.com), websites of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of LIPL, (agency for providing the remote e-voting facility and e-voting facility during the AGM) i.e., <https://web.linkintime.co.in>
15. In line with the Ministry of Corporate Affairs' green initiative measures, the company hereby requests that the members who have not registered their email addresses so far register their email addresses to receive all communication from the company, including annual reports, notices, circulars, etc., electronically.

16. 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), Regulation 44 of the Listing Regulations (as amended), and MCA and SEBI Circulars, the company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the company has entered into an arrangement with LIPL to facilitate voting through electronic means as the authorised e-voting agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting facility during the AGM, will be provided by LIPL.
17. Members who have cast their vote by remote e-voting may attend the meeting but will not be able to vote at the meeting. The company shall provide the facility of e-voting at the AGM. Members who are present at the AGM through the VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting facility available at the AGM.
18. If any votes are cast by the members through e-voting available during the AGM and if the same members have not participated in the meeting through the VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
19. Relevant documents referred to in the accompanying notice or explanatory statement are open for inspection by the members at the AGM through the electronic facility and such documents will also be available for inspection in physical or electronic form at the registered office on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM. Further, the notice for the AGM, along with the requisite documents and the annual report for the financial year ended March 31, 2023, shall also be available on the company's website, www.greenpanel.com.
20. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013; the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with rules issued thereunder; and all other documents referred to in the accompanying notice will be available for inspection by the members in electronic mode at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to the LIPL e-voting system at <https://instavote.linkintime.co.in>
21. The board of directors of your company has appointed Mr. Dilip Kumar Sarawagi, Practising Company Secretary, proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata 700007, as the scrutinizer for conducting the remote e-voting and e-voting at the AGM in a fair and transparent manner.
22. Only those members, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date, i.e., June 20, 2023, shall be entitled to avail themselves of the facility of remote e-voting as well as e-voting at the meeting.
23. The results of remote e-voting and e-voting at the AGM shall be aggregated and declared after the AGM by the Executive Chairman or by any other person duly authorised in this regard.
24. The voting rights of members shall be in proportion to their shares of the total paid-up equity share capital of the company as of the cut-off date.
25. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
26. The scrutinizer shall, after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM in the presence of at least two witnesses not in the employment of the company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Executive Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting within 48 hours of the AGM.
27. The notice of the AGM shall be placed on the website of the company and LIPL till the date of the AGM. The results declared, along with the scrutinizer's report shall be placed on the company's website www.greenpanel.com, and on the website of LIPL immediately after the declaration of voting result by the Executive Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange(s) where the shares of the company are listed. Further, the results shall be displayed on the noticeboard at the registered office of the company.
28. In case you have any queries or issues regarding e-voting, you can send an email to RTA at enotices@linkintime.co.in or write to Mr. Lawkush Prasad, Company Secretary and VP-Legal of the company, at "Thapar House", 2nd Floor, 163, S.P. Mukherjee Road, Kolkata – 700026, Phone: (033) 40840600; Email: secretarial@greenpanel.com.
29. Since the AGM will be held through VC or OAVM, the route map is not annexed to this notice.

30. Remote e-voting instructions for shareholders:

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

The remote voting period begins on June 23, 2023, at 9:00 a.m. and ends on June 26, 2023, at 5:00 p.m. During this period, members of the company, holding shares either in physical form or in dematerialized form as of the cut-off date of Tuesday, June 20, 2023, may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter. A person who is not a member as of the cut-off date should treat this notice for informational purposes only.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facilities to their shareholders in respect of all shareholder resolutions. However, it has been observed that the participation of the public, non-institutional shareholders, and retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and the maintenance of multiple user IDs and passwords by the shareholders.

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 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 the ease and convenience of participating in the e-voting process.

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

- i. Individual Shareholders holding securities in demat mode with NSDL.
 - a. Existing IDeAS users can visit the e-Services website of NSDL; <https://eservices.nsdl.com> either on a personal computer or on a mobile device. On the e-Services home page, click on the "Beneficial Owner" icon under "Login," which is available under 'IDeAS' section. This will prompt you to enter your existing user ID and password. After successful authentication, you will be able to see e-voting services under "value-added services. Click on "Access to e-voting" under e-voting services, and you will be able to see the e-voting page. Click on the company name or e-voting service provider name, i.e., LINKINTIME, and you will be redirected to the "InstaVote" website for casting your vote during the remote e-voting period.
- ii. Individual Shareholders holding securities in demat mode with CDSL
 - a. Users who have opted for the CDSL Easi or Easiest facility can login using their existing user ID and password. The option will be made available to reach the e-voting page without any further authentication. Users wishing to login to Easi / Easiest are requested to visit the CDSL website at www.cdslindia.com, click on the login icon and the new system My Easi tab, and then use their existing Easi / Easiest username and password.
 - b. After successful login, the Easi or 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 the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider, i.e., LINKINTIME, for casting your vote during the remote e-voting period or joining a virtual meeting and voting during the meeting. Additionally, there are also links provided to access the systems of all e-voting

service providers, so that the user can visit the e-voting service providers' websites directly.

- c. If the user is not registered for Easi or Easiest, the option to register is available at the CDSL website, www.cdslindia.com. and click on login and the New System Myeasi Tab, and then click on the registration option.
- d. Alternatively, the user can directly access the e-voting page by providing the demat account number and PAN number from an e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP to the registered mobile and email as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the systems of all e-voting service providers.

III. 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 or CDSL for the e-voting facility. After a successful login, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, where you can see the e-voting feature. Click on the company name or e-voting service provider name, i.e., Link Intime, and you will be redirected to the e-voting service provider's website for casting your vote during the remote e-voting period.

31. The login method for individual shareholders holding securities in physical form non-individual shareholders holding securities in demat mode are listed below:

Individual shareholders of the company holding shares in physical form or non-individual shareholders holding securities in demat mode as of the cut-off date for e-voting may register for the e-voting facility of Link Intime as follows:

- i. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details:

A. User ID: Shareholders holding shares in physical form shall provide the event number and folio number registered with the company. Shareholders holding shares in an NSDL demat account shall provide an 8-character DP

ID followed by an 8-digit client ID; shareholders holding shares in a CDSL demat account shall provide a 16-digit beneficiary ID.

- B. PAN:** Enter your 10-digit permanent account number (PAN). Shareholders who have not updated their PAN with the depository participant (DP) or company, may use the sequence number provided to them, if applicable.
- C. DOB/DOI:** Enter the date of birth (DOB) or date of incorporation (DOI) (as recorded with your DP or Company in DD/MM/YYYY format) .
- D. Bank Account Number:** Enter your bank account number (last four digits), as recorded with your DP/company.

*Shareholders holding shares in **physical form** but who have not recorded the details as mentioned in 'C' and 'D' above, shall provide their folio number in 'D' above.

*Shareholders holding shares in **Demat form**, shall provide 'D' above.

- Set the password of your choice (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).
- Click "confirm" (your password is now generated).

iii. Click on 'Login' under **'SHARE HOLDER'** tab.

iv. Enter your user id, password, and image verification (CAPTCHA) code and click on **'Submit.'**

32. Cast your vote electronically:

- i. After a successful login, you will be able to see the notification for e-voting. Select the **'View'** icon.
- ii. The e-voting page will appear.
- iii. Refer to the resolution description and cast your vote by selecting your desired option, **"Favour or Against."** (If you wish to view the entire resolution details, click on the **'View Resolution'** file link.)
- iv. After selecting the desired option, i.e., favour or against, click on **'Submit.'** A confirmation box will be displayed. If you wish to confirm your vote, click **'Yes'** else to change your vote, click on **'No'** and accordingly modify your vote.

33 Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) and custodians are required to log on to the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian,**

Mutual Fund, or Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution, authority letter/power of attorney, etc., together with an attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian, Mutual Fund, or Corporate Body**' login for the scrutinizer to verify the same.

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

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

35. Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Email: e-voting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual shareholders holding securities in demat mode with CDSL	Email: helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

If an individual shareholder holding securities in physical mode has forgotten the user ID [Login ID] or password or both then the shareholder can use the "Forgot Password" option available on the e-voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further click 'forgot password?'
- Enter user ID, select mode, and enter image verification code (CAPTCHA). Click on "SUBMIT".

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

User ID for shareholders holding shares in physical form (i.e., share Certificate): Your User ID is event no + folio number registered with the company.

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

Shareholders who are unable to retrieve user ID/ password are advised to use forget user ID and forget password option available at abovementioned depository/ depository participant's website.

- 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, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

38. Process and manner for attending the Annual General Meeting through InStaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> and click on "Login"

- Select the "**Company**" and '**Event Date**' and register with your following details: -
 - Demat Account No. or Folio No:** Enter your 16-digit demat account no. or folio no
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 digit beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 character DP ID followed by 8 digit client ID**
 - Shareholders/ members holding shares in **physical form shall provide folio number** registered with the company.
 - PAN:** 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 the Company/RTA)
 - Mobile No.:** Enter your registered mobile number.
 - Email ID:** Enter your email id, as recorded with your DP/company.
- Click "Go to Meeting" (You are now registered for InStaMeet and your attendance is marked for the meeting).

39. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InStaMeet:

- i. 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id and mobile number at secretarial@greenpanel.com. The shareholders 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 shareholders 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. Shareholders will get confirmation of registration as speaker on first cum first served basis depending upon the limitation of number of maximum speakers.
- iv. Shareholders will receive "speaker serial number" from LI IPL once they mark attendance for the meeting.
- v. Other shareholders who do not get registered as speaker, 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 mode and audio of your device.

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

40. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InStaMeet:

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

- i. On the Shareholders 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 annual general meeting through InStaMeet 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 facility during the meeting. Members who have voted through remote e-voting prior to the annual general meeting will be eligible to attend and participate in the annual general meeting 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 shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on Tel. No.: 022-49186175.

Place: Gurgaon

By order of the Board

Date: May 6, 2023

For **Greenpanel Industries Limited**

Registered office:

Lawkush Prasad

Thapar House, 2nd Floor,
163, S.P. Mukherjee Road,
Kolkata - 700026

Company Secretary and VP-Legal
Membership No.: A18675

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 items nos. 5 and 6 of the accompanying notice dated May 6, 2023.

Item Nos. 5 and 6

Mr. Salil Kumar Bhandari and Mr. Mahesh Kumar Jiwrajka were appointed as independent directors of the company on August 6, 2018 pursuant to Section 149 of the Act read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for a term of five years from August 6, 2018 to August 5, 2023.

On the recommendation of the nomination and remuneration committee, the board of directors of the company, in its meeting held on May 6, 2023, considered the contributions made by them during their tenure and opined that the continued association of Mr. Salil Kumar Bhandari and Mr. Mahesh Kumar Jiwrajka would be beneficial for the company. The board of directors, in its meeting held on May 6, 2023, approved the reappointment of Mr. Salil Kumar Bhandari (DIN: 00017566) and Mr. Mahesh Kumar Jiwrajka (DIN: 07657748), as independent directors of the company for a second term of 5 consecutive years from August 6, 2023,

A brief profile of Mr. Salil Kumar Bhandari and Mr. Mahesh Kumar Jiwrajka, Independent Directors, 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, is provided in the table below:

Name of the Director	Mr. Salil Kumar Bhandari (DIN: 00017566)	Mr. Mahesh Kumar Jiwrajka (DIN: 07657748)
Father's Name	Late Ranjeet Singh Bhandari	Late Sankar Lal Jiwrajka
Date of Birth	November 28, 1957	June 3, 1955
Age	65 years	67 years
Date of first appointment on the Board of the Company	06.08.2018	06.08.2018
Expertise in specific functional areas	He is the founder of BGJC & Associates LLP, an audit and management consulting firm in New Delhi. Earlier, he'd held positions in various organisations, like former president of the PHD Chamber of Commerce and Industry, chairperson of the Society for Integrated Development of the Himalayas, and Child Fund India. Member of Task Force - Commission on Centre-State Relations, Govt. of India. He was a member of the managing committee of ASSOCHAM and the Advisory Committee of department of Company Affairs, Govt. of India.	He belonged to the Indian Forest Service, Maharashtra Cadre (March 1, 1977, to March 31, 2009), and took voluntary retirement on March 31, 2009. Among his various positions, he was also the Inspector General of Forests and Head, North-East Cell, Ministry of Environment and Forests, Government of India. He has extensive experience handling a host of environmental issues. In addition, he has held the following positions: Member Secretary, High Power Committee for the North Eastern Region, constituted by the Hon'ble Supreme Court of India (1998–2016), member of the Special Investigation Team, constituted by the Hon'ble Supreme Court of India (February 13, 2000–2016); Member Secretary, Central Empowered Committee, constituted by the Hon'ble Supreme Court of India (May 9, 2002–2016); and Member, CAMPA, constituted by the Hon'ble Supreme Court (May 2005–2016).
Qualification	Fellow Chartered Accountant from ICAI, B. Com (Hons.) from Shri Ram College of Commerce, Delhi, and Diploma in Business Administration from All-India Council for Management Studies, Chennai.	B.Sc. (Physics Hons) and Postgraduate Diploma in Forestry.

to August 5, 2028, subject to the approval of members at the general meeting. During their tenure as independent directors, they shall not be liable to retire by rotation.

The company has received consent letters together with a declaration from Mr. Salil Kumar Bhandari (DIN: 00017566) and Mr. Mahesh Kumar Jiwrajka (DIN: 07657748) to the effect that they are interested in acting as independent directors of the company for a second term of five (5) years and that they meet the criteria of independence as required under the provisions of Section 149(6) of the Act, the rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations.

The company had also received declarations from the above directors at the beginning of the financial year 2023–24, confirming that they are not disqualified from being appointed as directors in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against them debarring them from accessing the capital markets and restraining them from holding the position of director in any listed company.

Mr. Salil Kumar Bhandari and Mr. Mahesh Kumar Jiwrajka have also confirmed that they are registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

Name of the Director	Mr. Salil Kumar Bhandari (DIN: 00017566)	Mr. Mahesh Kumar Jiwrajka (DIN: 07657748)
Terms and conditions of reappointment	The terms and conditions of their appointment as independent directors would be available for inspection and would be uploaded on the website of the company at www.greenpanel.com	
Last drawn remuneration	Sitting fees of ₹5,30,000 and commission of ₹10,00,000 were paid during the financial year 2022-23.	Sitting fees of ₹6,50,000 and commission of ₹10,00,000 were paid during the financial year 2022-23.
Remuneration sought to be paid	The above directors would be entitled to remuneration by way of sitting fees and commission of ₹10,00,000 per annum, in line with the remuneration payable to the other independent directors of the company.	
Directorship held in other companies including listed companies	Hindware Home Innovation Limited Syenergy Environics Ltd. Ginni International Ltd. Hindware Ltd. Safal skills development Pvt. Ltd. and Integrated outsourcing solutions Pvt. Ltd.	Steer consultancy Pvt. Ltd. and Gold Line Portfolio Pvt. Ltd.
Chairman/member of the committee of the Board of Directors of the Company	Chairman :- 1. Audit committee 2. Nomination and remuneration committee	Chairman :- 1. Stakeholder relationship committee 2. Corporate social responsibility committee Member:- 1. Audit committee 2. Nomination and remuneration committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Chairman :- Hindware Home Innovation Limited – audit committee, nomination and remuneration committee and stakeholder relationship committee Hindware Limited – Corporate social responsibility committee Member:- Ginni International Limited - Nomination and remuneration committee	NIL
Number of shares held in the Company	5000	NIL
Number of board meetings attended during the financial year 2022-23	5	5
Relationship with other directors, manager and KMPs of the company	None	None
skills and capabilities required for the role of independent director and the manner in which they meet the requirements	Understanding of Business and Industry, understanding of finance and related aspects, HR/people orientation, Risk management, Knowledge of technology and innovation The nomination and remuneration committee has assessed Mr. Bhandari and Mr. Jiwrajka and found that they have the skills and capabilities required for the role of independent directors.	
Summary of the performance evaluation of the said directors	As per the performance evaluation of Mr. Bhandari made by the board of directors of the company in their meeting held on January 30, 2023, his performance was outstanding.	As per the performance evaluation of Mr. Jiwrajka made by the board of directors of the company in their meeting held on January 30, 2023, his performance was outstanding.

The board of directors recommends the re-appointment of Mr. Salil Kumar Bhandari and Mr. Mahesh Kumar Jiwrajka as independent directors of the company for a further term of 5 years. The board of directors of the company opined that the company would immensely benefit from the re-appointment of Mr. Bhandari and Mr. Jiwrajka and recommends their re-appointment for a further period of five years as mentioned under items nos. 5 and 6 of the notice for the approval of the shareholders of the company.

Save and except for Mr. Salil Kuma Bhandari and Mahesh Kumar Jiwrajka in the resolution of their respective appointments, none of the other directors and/or key managerial personnel

of the company and/or their relatives is/are concerned or interested, financially or otherwise, in the resolution set out at items nos. 5 and 6 of the accompanying notice.

Place: Gurgaon

By order of the Board

Date: May 6, 2023

For **Greenpanel Industries Limited**

Registered office:

Lawkush Prasad

Thapar House, 2nd Floor,
163, S.P. Mukherjee Road,
Kolkata - 700026

Company Secretary and VP-Legal
Membership No.: A18675

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

A brief profile of Mr. Shiv Prakash Mittal, Executive Chairman 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. Shiv Prakash Mittal (DIN: 00237242)
Father's Name	Late Sanwarmal Palriwal
Date of Birth	April 7, 1949
Age	74 years
Date of first appointment on the Board of the Company	December 13, 2017
Expertise in specific functional areas	Mr. Shiv Prakash Mittal is a founder member of Greenply Industries Limited and has served as its chairman for over two decades. He was also associated with Kitply Industries Limited for 21 years and has over fifty years of experience in the fields of production and marketing in plywood, laminates, and allied products.
Qualification	B.Sc. from the University of Calcutta.
Terms and conditions of reappointment	Offers himself for reappointment with the existing terms of appointment.
Last drawn remuneration	Mr. Mittal drawn remuneration of ₹910.28 lacs for the financial year 2022-23.
Remuneration sought to be paid	As per the existing terms of appointment.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Greenlam Industries Limited 2. Prime Holdings Private Limited 3. Bluesky Projects Private Limited 4. Niranjana Infrastructure Private Limited 5. Vanashree Properties Private Limited 6. S. M. Management Private Limited
Chairman/member of the committee of the board of directors of the company	<p>Chairman:</p> <ol style="list-style-type: none"> a) Risk Management Committee b) Operational Committee <p>Member:</p> <ol style="list-style-type: none"> a) Audit committee b) Stakeholders' relationship committee c) Corporate social responsibility committee
Chairman/member of the committee of the board of directors of other companies in which he is a director. (Greenlam Industries Limited)	<p>Chairman: Stakeholders' relationship committee</p> <p>Member:</p> <ol style="list-style-type: none"> a) Nomination and remuneration committee b) Operational and finance committee
Number of shares held in the company	46,04,900 shares
Number of board meetings attended during the financial year 2022-23	5 out of 5 board meetings held during the year
Relationship with other directors, managers and KMPs of the company	Father of Mr. Shobhan Mittal, Managing Director and CEO