



GREENPANEL INDUSTRIES LIMITED

Registered and Corporate Office: DLF Downtown, Block-3, 1st Floor, DLF Phase-3, Sector 25A,
Gurgaon, Haryana, India, PIN-122002

Phone: 0124- 4784600

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

CIN: L20100HR2017PLC127303

Notice

Notice is hereby given that the 8th Annual General Meeting ('AGM' or 'Meeting') of the Members of Greenpanel Industries Limited will be held as scheduled below:

Day : Wednesday

Date : August 6, 2025

Time : 3.00 p.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 financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend of ₹ 0.30 (thirty paise) per share i.e., 30% on 12,26,27,395 equity shares of face value of equity shares of ₹ 1/- each, fully paid-up, in the Company, paid to the shareholders of the Company, for the financial year 2024-25.
3. To appoint a director in place of Mr. Shiv Prakash Mittal (DIN:00237242), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To appoint Secretarial Auditor of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 179(3) and 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Regulation 24A & 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] upon, the recommendation of the Board of Directors of the Company, M/s P. Sarawagi & Associates (Proprietor: Mr. Pawan Kumar Sarawagi), Practicing Company Secretaries, (Firm Registration No. S1998WB022800), holding valid Peer Review Certificate No. 1128/2021, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of AGM of the Company due to be held in the Year 2030, covering the financial years 2025-26 to 2029-30, on such remuneration (plus taxes, as applicable and out of- pocket expenses at actuals) and on such terms and conditions as may be decided by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to modify and/or revise the terms and conditions of the appointment including the remuneration of M/s. P. Sarawagi & Associates at its discretion and to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

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

Lawkush Prasad

Company Secretary and VP-Legal
Membership No.: A18675

Place: Gurgaon
Date: May 22, 2025

Registered Office:

DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurgaon - 122002

NOTES:

1. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, Para 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India read with regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), relating to the special business to be transacted at the meeting as set out in Item No. 4 is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its 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 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its 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/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as "SEBI Circulars") permitted companies to conduct General Meetings through video conference ('VC') or other audio-visual means ('OAVM'), subject to compliance of conditions mentioned therein. In compliance with the MCA and SEBI Circulars, the AGM of the Members of the Company is being conducted through VC and/or OAVM. The Registered Office of the Company shall be deemed to be the place of meeting for the purpose of recording the minutes of the proceedings of this AGM.
3. The Members can join the AGM through VC/OAVM mode 60 minutes before the scheduled time of the commencement of the AGM and can cast their votes at the AGM up to 30 minutes from the conclusion of the Meeting, 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, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and 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, attendance slip and route map are not annexed to this notice.
6. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to pawan@sarawagi.in with a copy marked to enotices@in.mpms.mufig.com and secretarial@greenpanel.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.
7. 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 participant(s), if the shares are held by them in electronic form and to the registrar and share transfer agent of the Company, i.e., M/s. MUFG Intime India Pvt. Ltd. ("RTA"), if shares are held physically, in the prescribed form ISR-1, as available on the website of the Company at <https://www.greenpanel.com/investor-information/> 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 to leave their demat account(s) dormant for long. They should obtain a periodic statement of their holdings from the concerned depository participant(s) and verify it.
8. Members are requested to contact the Company's RTA, contact person Mr. Pradip Bhattacharya [Phone: (033) 6906 6800, Email ID: kolkata@in.mpms.mufig.com], 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: 0124-4784600; Email: secretarial@greenpanel.com].

9. 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, DLF Downtown, Block-3, 1st Floor, DLF Phase 3, Sector- 25A, Gurgaon - 122002, at least seven working days in advance of the Meeting so that the answers may be made readily available at the Meeting.
10. 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.

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 such case, shares are not returned in physical form instead a Letter of Confirmation is issued, which is valid for 120 days and needs to get the physical shares dematerialised within such period.

The Member may approach the nearest depository participant(s) or browse through the websites of National Securities Depository Limited (www.nsdl.co.in) and Central Depository Services Limited (www.cdslindia.com) for further clarification for opening of Demat account. The Members are requested to contact the Company's RTA, for any query 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: 0124-4784600; Email: secretarial@greenpanel.com].
11. The 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 requested to submit PAN details to their depository participant(s), with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA.
12. In compliance with the MCA and SEBI Circulars, notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company's RTA /depository participant(s) as on July 11, 2025. Members may note that the notice and Annual Report 2024-25 will also be available on the Company's website (www.greenpanel.com), website 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 RTA, (agency for providing the remote e-voting facility and e-voting facility during the AGM) at <https://instavote.linkintime.co.in>
13. 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 as well as e-voting during the AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with the RTA 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 RTA.
14. Members who would have cast their vote by remote e-voting may attend the Meeting but will not be able to vote at the Meeting again. Members who are present at the AGM through the VC/OAVM mode 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 cast their vote through the e-voting facility available at the AGM. The facility of e-voting during the AGM shall be available only to the Members attending the Meeting through VC/OAVM mode.
15. 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 of the Company 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 of the AGM, along with the Annual Report for the financial year ended March 31, 2025, shall also be available on the Company's website (www.greenpanel.com).
16. 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 framed 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 e-voting system at <https://instavote.linkintime.co.in>
17. The Board of Directors of your Company has appointed Mr. Pawan Kumar Sarawagi, Practicing Company Secretary (Membership No. F3381, CP No. 4882), proprietor of M/s. P. Sarawagi & Associates, Room No. 107, 1st Floor, 27, Brabourne Road, Kolkata, West Bengal - 700001, as the scrutinizer for conducting the remote e-voting and e-voting at the AGM in a fair and transparent manner.

18. 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., July 30, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting at the Meeting.
19. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date.
20. 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 two working days from 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 on or before August 8, 2025.
21. The voting results declared, along with the scrutinizer's report shall be placed on the Company's website (www.greenpanel.com) and on the website of the RTA immediately after the declaration. 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 notice board at the Registered Office of the Company.
22. In case you have any queries or issues regarding e-voting, you can send an email to RTA at enotices@in.mfms.mufg.com or write to Mr. Lawkush Prasad, Company Secretary and VP-Legal of the Company, at DLF Downtown, Block-3, 1st Floor, DLF Phase-3, Sector 25A, Gurgaon, Haryana - 122002, Phone: 0124-4784600; Email: secretarial@greenpanel.com
23. Since the AGM will be held through VC or OAVM, the route map is not annexed to this notice.

24. Remote e-voting instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders 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 3, 2025, at 9:00 a.m. and ends on August 5, 2025, 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, July 30, 2025, 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 of the cut-off date should treat this notice for informational purposes only.

Pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and 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.

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 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.

Shareholders 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 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., "MUFG InTime", and you will be redirected to the "InstaVote" website for casting your vote during the remote e-voting period.
- b. If you are not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsdl.com> select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

- c. Visit the e-voting website of the NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile device. Once the home page of the e-voting system is launched, click on the icon "Login," which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e., your sixteen-digit demat account number held with NSDL), password or OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL depository site, where you can see the e-voting services under value added services. Click on 'access to e-voting' under E-voting Services. Click on the company name or e-voting service provider name, i.e., 'MUFG InTime', 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., 'Link InTime/ MUFG InTime', for casting their vote during the remote e-voting period. 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; <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>. Please 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 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, click on "Link InTime / MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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 / MUFG InTime", and you will be redirected to the e-voting service provider's website for casting your vote during the remote e-voting period.

25. The login method for individual shareholders holding securities in physical form or 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 MUFG 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 (250256) 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).
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit" (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.**'

26. 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.

27. Guidelines for Institutional shareholders

- a) Institutional shareholders (i.e., other than individuals, HUFs, NRIs, etc.) and custodians are required to log on to the e-voting system of RTA 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. The login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

b) Investor Mapping

Open the internet browser and launch URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials. Go to "**Investor Mapping**" tab under the Menu Section and map the Investor with the following details:

- A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. Investor's Name, Investor PAN, Power of Attorney/ Board resolution

And click on submit.

*File Name for the Board resolution/ Power of Attorney should be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

c) Voting through remote e-voting

The corporate shareholder 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, enter the "**Event No.**" for which you want to cast vote. The event no. can be viewed on the home page of InstaVote under "On-going Events".
- c) Enter "**16-digit Demat Account No.**" for which you want to cast vote. 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'. 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.

Method 2 - Votes Upload

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) You will be able to see the "Notification for e-voting" and select **"View"** icon for **"Company's Name / Event number"**. E-voting page will appear.
- c) Download sample vote file from **"Download Sample Vote File"** tab. Select your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option and Submit. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request to enotices@in.mpms.mufg.com or by contacting Tel: 022-4918 6000.

29. 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: evoting@nsdl.co.in or Contact at: 022-4886 7000
Individual shareholders holding securities in demat mode with CDSL	Email: helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

30. Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the password:

Shareholder holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have 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 MUFG Intime: <https://instavote.linkintime.co.in>

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further click **'forgot password?'**

- o 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 NSDL demat account, User ID is 8 Character DP ID followed by 8 Digit Client ID and for CDSL demat account, User ID is 16 Digit Beneficiary ID.

User ID for shareholders holding shares in physical form is the event no + folio number registered with the company.

31. 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".

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

Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com> and click on "Login"

- Select the **"Company"** and **'Event Date'** and register with your following details: -

- i. **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.
- ii. **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)
- iii. **Mobile No.:** Enter your registered mobile number.
- iv. **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).

33. Instructions for 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 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 RTA 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.

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

Once the electronic voting is activated 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.

Place: Gurgaon
Date: May 22, 2025

Registered Office:

DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurgaon - 122002

- 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@in.mpms.mufg.com or contact on Tel. No.: 022-49180000/49186175.

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

Lawkush Prasad

Company Secretary and VP-Legal
Membership No.: A18675

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, PARA 1.2.5 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4: Appointment of Secretarial Auditor of the Company and fix their remuneration

As per the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations "), which came into effect from April 1, 2025, the appointment of Secretarial Auditor(s) requires approval of the Shareholders at Annual General Meeting of the Company.

The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five or ten years, as the case may be.

M/s P. Sarawagi & Associates, Company Secretaries (Proprietor: Mr. Pawan Kumar Sarawagi, Membership No. FCS-3381, Certificate of Practice No. 4882), had been appointed as the Secretarial Auditors of the Company for the FY 2024-25.

The firm is Peer Reviewed and holds a valid Peer Review Certificate (bearing Peer Review Certificate No.: 1128/2021) issued by the Institute of Company Secretaries of India. Mr. Sarawagi, a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, has post qualification experience as a Company Secretary in Practice of more than 22 years and overall post qualification experience of about 35 years. Mr. Sarawagi is engaged in corporate secretarial services and more particularly in the areas of Secretarial Audit, Corporate advisory and other services, certifications

and audits under the Companies Act 2013 (the "Act") and Listing Regulations . M/s P. Sarawagi & Associates meet all the eligibility and independence criteria, and they are not disqualified to be appointed as the Secretarial Auditors of the Company. They have given their consent to act as the Secretarial Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Act, read with Rules made thereunder and Regulation 24A of the Listing Regulations.

The Board at its meeting held on May 22, 2025, based on the recommendation of the Audit Committee, has recommended appointment of M/s P. Sarawagi & Associates, Company Secretaries as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of AGM of the Company due to be held in the Year 2030, covering the financial years 2025-26 to 2029-30, at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousands Only) (plus applicable taxes and out of- pocket expenses at actuals) up to the financial year ending March 2027. The remuneration for the remaining term shall be fixed by the Board of the Company based on the recommendation of the Audit Committee.

The Board Recommends the Resolution set out at Item No. 4 for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The consent letter and eligibility certificate of M/s P. Sarawagi & Associates will be available for inspection in physical or electronic form by the Members at the Registered Office of the Company on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.

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

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

Place: Gurgaon
Date: May 22, 2025

Registered Office:

DLF Downtown, Block 3
1st Floor, DLF Phase 3
Sector 25A, Gurgaon - 122002