REGISTERED OFFICE : ITC CENTRE
37, J. L. NEHRU ROAD
KOLKATA – 700 071
PHONE : (033) 2288-9371/ 9900
CIN - U55202WB1986PLC049467
e-mail - GreenacreHoldings.Limited@itc.in

Greenacre Holdings Ltd.

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of the Members of Greenacre Holdings Limited will be held at the Registered Office of the Company, ITC Centre, 37 J. L. Nehru Road, Kolkata 700 071 on Monday, the 29th day of June, 2026, at 10:30 a.m. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon.

2. To elect a Director in place of Mr. Supratim Dutta (DIN: 01804345) who retires by rotation and, being eligible, offers himself for re-election.

3. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

   "Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of ₹ 2,20,000/- (Rupees Two Lakhs and Twenty Thousand only) to Messrs. S R B C & CO LLP, Chartered Accountants (Registration No. 324982E / E300003), Statutory Auditors of the Company, for conduct of audit for the financial year 2026-27, plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, be and is hereby approved."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

   "Resolved that, in accordance with Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, consent be and is hereby accorded to variation in the terms of remuneration paid to Mr. Lakshmana Raja Basa, Manager and Company Secretary, for the period from 1st October, 2025 to 21st January, 2026, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

5. To consider and if thought fit, to pass with or without modification, the following resolution which will be proposed as an Ordinary Resolution: -

   "Resolved that, in accordance with Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, this Meeting hereby approves the re-appointment of Mr. Lakshmana Raja Basa (PAN: BOEPB4967G) as the Manager of the Company for a further period of two years with effect from 22nd January, 2026, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

Dated: 28th April, 2026

By Order of the Board
GREENACRE HOLDINGS LIMITED

Sd/-
LAKSHMANA RAJA BASA
(MANAGER AND COMPANY SECRETARY)

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on a poll on his / her behalf. A proxy need not be a Member of the Company.**

   Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company, ITC Centre, 37 J. L. Nehru Road, Kolkata 700 071, not less than forty-eight hours before the commencement of the AGM, i.e. by 10:30 a.m. on 27th June, 2026.

   Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 ('the Act'), authorising their representative to attend and vote at the AGM.

2. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted at this AGM, is annexed.

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EXPLANATORY STATEMENT

Annexed to the Notice convening the Fortieth Annual General Meeting on Monday, 29th June, 2026.

Item Nos. 4 & 5

The Board of Directors of the Company ('the Board') at the meeting held on 15th January, 2026 approved, subject to the approval of the Members, variation in the terms of remuneration of Mr. Lakshmana Raja Basa, Manager and Company Secretary, with effect from 1st October, 2025.

Further, the Board at the aforesaid meeting also approved, subject to the approval of the Members, re-appointment of Mr. Basa as the Manager of the Company for a further period of two years with effect from 22nd January, 2026.

The revised remuneration of Mr. Basa is detailed below:

(a)	Consolidated Monthly Basic Salary	:	₹ 23,743/-
(b)	Consolidated Monthly Allowances	:	₹ 1,46,399/-
(c)	Annual Performance Bonus	:	Not exceeding ₹ 6,10,000/-
(d)	Other perquisites & benefits	:	As applicable to his Grade

(e) The aggregate of the remuneration and perquisites / benefits payable to Mr. Basa shall be within the limit prescribed under the Companies Act, 2013 ('the Act').

(f) The aforesaid remuneration shall be paid as minimum remuneration to Mr. Basa in terms of Schedule V to the Act.

Mr. Basa is on deputation from ITC Limited, the Holding Company ('ITC'). He is also the Company Secretary of the Company.

The additional information as required under Schedule V to the Act and the Secretarial Standard on General Meetings is given below:

A. General Information

The Company commenced its commercial operations in 1986 and is presently engaged in the business of providing facility management & support services, and also provides Engineering, Procurement & Construction Management Services and Project Management Consultancy Services.

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Key financial performance indicators of the Company are given below:

(₹ in lakhs, unless specified otherwise)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24	FY 2022-23
Total Income	1,672.06	1,345.92	1,160.90	829.95
Profit before tax	441.06	827.12	363.66	206.81
Profit after tax	360.92	722.76	281.56	199.35
Earnings per Share (in ₹)	0.86	1.72	0.67	0.47

The Company does not have any foreign investment or collaboration.

B. Information about the appointee

Mr. Lakshmana Raja Basa (aged: 32 years), an Associate Member of the Institute of Company Secretaries of India, has over seven years of experience in corporate laws. He joined ITC in the year 2021. Before joining ITC, he was associated with the Aditya Birla Group. Mr. Basa was first appointed as the Manager and Company Secretary of the Company with effect from 22nd January, 2022, and his last remuneration was approved by the Members at the Thirty Ninth Annual General Meeting held on 27th June, 2025. Details of his last remuneration are appearing in the Report and Accounts under the section 'Report of the Board of Directors'.

In the opinion of the Board, he is competent to carry on the responsibilities presently entrusted to him. Taking into consideration the size and financial position of the Company, the industry trend, the profile and experience of Mr. Basa and the responsibility shouldered by him, the remuneration of Mr. Basa, as stated above, is fair and reasonable.

Besides the remuneration proposed as above, Mr. Basa does not have any direct or indirect pecuniary relationship with the Company.

Mr. Basa does not hold directorship in any company. He neither holds any share in the Company nor is he related to any Director or other Key Managerial Personnel of the Company.

C. Other Information

The proposed remuneration of Mr. Basa exceeds 5% of the net profits of the Company, and accordingly the profits of the Company are inadequate. However, the Board, in terms of Section 197 read with Schedule V to the Act and considering the experience of Mr. Basa, is of the opinion that the proposed remuneration is appropriate. Moreover, the said remuneration is within the limit prescribed under Schedule V to the Act.

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The Board is looking at various options to increase the Company's future revenues.

Approval by way of Ordinary Resolutions is being sought, as required under Section II of Schedule V to the Act, for variation in the remuneration and re-appointment of Mr. Basa, as detailed in the respective Resolutions.

Mr. Basa and his relatives are interested in these Resolutions. None of the Directors and other Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Ordinary Resolutions for your approval.

Dated: 28th April, 2026

By Order of the Board
GREENACRE HOLDINGS LIMITED

Sd/-
LAKSHMANA RAJA BASA
(MANAGER AND COMPANY SECRETARY)

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40^{TH} ANNUAL GENERAL MEETING

PROXY FORM

1. Name(s) of Member(s) including joint holders, if any:
2. Registered address of the sole / first named Member:
3. E-mail ID:
4. Registered Folio No.:

I / We, being the Member(s) holding _________ shares of Greenacre Holdings Limited, hereby appoint

(1) Name: ____________________________________ Address: ____________________________________

____

E-mail ID: __________________________ Signature: __________________________, or failing him / her

(2) Name: ____ Address: _________________________________

____

E-mail ID: __________________________ Signature: __________________________, or failing him / her

(3) Name: ____ Address: _________________________________

____

E-mail ID: ___________________________ Signature: ____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf, at the 40th Annual General Meeting ('AGM') of the Company to be held on the 29th day of June, 2026 at 10:30 a.m. at ITC Centre, 37 J. L. Nehru Road, Kolkata 700 071 and at any adjournment thereof, in respect of the resolutions indicated below:

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Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon.		
2	Election of Mr. Supratim Dutta (DIN: 01804345) who retires by rotation and offers himself for re-election.		
3	Fixation of remuneration of Messrs. S R B C & CO LLP, Statutory Auditors, for conduct of audit for the financial year 2026-27.		
Special Business			
4	Variation in the terms of remuneration of Mr. Lakshmana Raja Basa, Manager and Company Secretary, for the period from 1st October, 2025 to 21st January, 2026.		
5	Re-appointment and remuneration of Mr. Lakshmana Raja Basa as the Manager of the Company for a further period of two years with effect from 22nd January, 2026.		

Signed this _____ day of ____________ 2026. Signature of Member: ___________________

Affix Revenue Stamp

Instructions

(1) **This Proxy Form, in order to be effective, should be completed and stamped, and must be deposited / received at the Registered Office of the Company at ITC Centre, 37 J. L. Nehru Road, Kolkata 700 071, either in person or through post, not less than 48 hours before the commencement of the AGM i.e. by 10:30 a.m. on 27th June, 2026.**

(2) The Proxy Form should be signed by the Member or his / her attorney authorised in writing, or in case of a corporate Member, should be under its seal or be signed by an officer or attorney authorised by such Member. In case of joint holding, the Proxy Form may be signed by any of the holders.

(3) The signature of the Member on the Proxy Form should be as per the specimen signature registered with the Company.

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40TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
29th day of June, 2026	ITC Centre 37 J. L. Nehru Road Kolkata 700 071	10:30 a.m.

1. DP ID/ Client ID/ Registered Folio No. ____

2. Name of the Member ____

I certify that I am a Member / Proxy for the Member holding ___________ shares.

Please √ in the box.

☐ Member ☐ Proxy

_________________________________ _________________________________

Name of the Proxy in Block Letters Signature of Member / Proxy attending

(WHOLLY OWNED SUBSIDIARY OF ITC LTD.)