



GREENPANEL INDUSTRIES LIMITED
TRANSCRIPT OF 3RD ANNUAL GENERAL MEETING

Date: September 18, 2020

Time: 11.06 A.M. To 11.30 A.M. IST

Directors & Key Managerial Personnel Present:

Mr. Shiv Prakash Mittal, Executive Chairman

Mr. Shobhan Mittal, Managing Director & CEO

Mr. Mahesh Kumar Jiwrajka, Independent Director

Ms. Sushmita Singha, Independent Director

Mr. Arun Kumar Saraf, Independent Director

Mr. Vishwanathan Venkatramani, Chief Financial Officer

Mr. Lawkush Prasad, Company Secretary & AVP - Legal

Invitees Present:

Mr. Sunil Wahal, Partner of S.S. Kothari Mehta & Company, Statutory Auditors

Mr. Tarun Chatterjee, Managing Partner of M/s. T. Chatterjee & Associates, Secretarial Auditor

Mr. Dilip Kumar Sarawagi, Proprietor of DKS & Co, Scrutinizer

Mr. Lawkush Prasad: Very Good Morning to all of you

I, Lawkush Prasad, Company Secretary of Greenpanel Industries Limited welcome you all to the 3rd Annual General Meeting of the Company.

To comply with the social distancing norms issued by the concerned authorities, the 3rd Annual General Meeting of the Company is being conducted through Video Conferencing (VC) and Other Audio-Visual Means (OAVM), which is in line with the General Circulars No. 20/2020 dated 5th May, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular dated 12th May, 2020.

For smooth and seamless conduct of the AGM, the audio of the members will be kept muted and their video will be kept off. We have availed the services of CDSL to remotely host the 3rd Annual General Meeting of the Company on an interactive electronic platform, in order to facilitate remote participation and voting by the members.

After Chairman Sir completes his deliberations, the shareholders, who have registered themselves as speaker, will be given opportunity to speak and raise queries, if any. All the queries from shareholders will be answered in one go. The members are requested to limit their speech to 3 minutes.

Participating members are requested to keep their place well lighted, noise free, and speak loudly and limit their internet connection to participating device only for uninterrupted and seamless experience.

Mr. Balam Singh, is the moderator of this meeting. shareholders shall be enabled one by one serially to speak. If any audio/video failure is experienced at the shareholders' end, then, the next shareholder shall be invited to speak. Any member who faces any technical issue during their turn, may be invited again once the other members complete their speech. Please note that the proceeding of the meeting is being recorded.

If a member experiences any technical issue while joining the AGM or casting their vote electronically, they can contact the helpline number given in the Notice of the AGM.

As per the Article 44 of the Articles of Association of the Company, the Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company. The Chairman of the Board Mr. Shiv Prakash Mittal Ji is present and accordingly he will preside over the 3rd Annual General meeting of the Company.

As per the attendance, thirty-three members are present and therefore, the Meeting is duly convened, constituted and is in order.

Now I request Chairman Sir to address the shareholders.

**Mr. Shiv Prakash
Mittal:**

Good Morning Ladies and Gentlemen,

I, Shiv Prakash Mittal, Chairman of the Company, am attending the Annual General Meeting from the Corporate office at Kolkata. It gives me immense pleasure to welcome you all at the 3rd Annual General Meeting of the Company. I hope everyone is safe, healthy, and maintaining social distancing as per the guidelines issued by the Government Authorities.

Let me introduce the Board Members of the Company who have joined the meeting from their respective office / residence:

Mr. Shobhan Mittal, Managing Director & CEO

Mr. Mahesh Kumar Jiwrajka, Independent Director & Chairman of Stakeholder Relationship Committee

Ms. Sushmita Singha, Independent Director & Chairperson of CSR Committee

Mr. Arun Kumar Saraf, Independent Director

We are also joined by:

Mr. Vishwanathan Venkatramani, Chief Financial Officer

Mr. Lawkush Prasad, Company Secretary & AVP - Legal

Mr. Sunil Wahal, Partner of S.S Kothari Mehta & Company, Statutory Auditors

Mr. T. Chatterjee, Proprietor of T. Chatterjee & Associates, Secretarial Auditor

Mr. Dilip Kumar Sarawagi, Proprietor of DKS & Co, Scrutinizer

Mr. Salil Kumar Bhandari, Chairman of the Audit and Nomination and Remuneration Committee, could not join the meeting due to health issue.

This is the first Annual General Meeting after listing of securities of the Company on BSE & NSE. I am pleased to present performance of Greenpanel for the financial year 2019-20. The year under review was a very challenging year; we all witnessed the outbreak of COVID -19 Pandemic towards the end of the financial year and the remedial measures taken by the Government causing severe business disruption. Even prior to that there was no clear sign of economic revival marked by a visibly weaker consumer sentiment and corresponding decline in offtake. Our downstream demand generator, real estate sector, struggled to create interest amongst the buyers; we had to sail through with a very prudent operational and financial discipline.

- During 2019-20, Revenue from operations stood at Rs.860 Crores against Rs.587 Crores in the previous year, growth of 46%
- EBIDTA stood at Rs. 137 crores against Rs.96 crores in 2018-19, growth of 43%

- EBIDTA margin stood at 16.5% against 16.8 % in 2018-19, decline of 30 bps.
- PAT stood at Rs. 16 crores against Rs. 44 Crore in 2018-19, decline of 64%
- The post-tax RoCE and RoE stood at 5.1% and 2.3%, respectively.

The performance of the Company during 2019-20 was adversely impacted due to the outbreak of COVID 19 during the second fortnight of March 2020.

At Greenpanel, we have always wanted to build a company that endures across market cycles. During the year under review, we have validated this positioning. Greenpanel reported profitable growth during the year under review, indicating that the core of our business remained competitive. Greenpanel's receivables cycle reduced to 31 days of turnover, compared to 33 days in the previous year, which was creditable in the prevailing circumstances.

Greenpanel has been contributing to economic development and improving the quality of life of communities especially around its manufacturing plants, ensuring long-term sustainable change in multiple impact areas. The Company engages in its focus areas of education, health and community well-being. The Company contributed Rs. 34.53 Lacs in FY 2019-20 for the development of community at large.

The COVID-19 pandemic - locked the world down from the last quarter of 2019-20 and well into the first quarter of the current financial year. During Q1 FY 2020-21 we reported a loss of Rs. 34 Crores, since the entire country was in lockdown mode for almost half the quarter. Now, with ease of lock-down restrictions a gradual recovery is seen. The Company responded with speed to the loss of business: reduced wastage and moderated costs. In order to maintain adequate liquidity, the Company has availed moratorium on some of the loan instalments falling due between March and June 2020.

Our financials for the current year may be affected, although not to a significant extent. I assure shareholders that our priority is to respond with the right balance of optimism and competitiveness. We are at an advantageous position due to business disruption challenges faced by the unorganized sector. In this cautious environment, the advantages of brand visibility, product quality and deep engagements with trade partners, empower us to resist the slowdown.

We believe that when the market recovers there will be a greater preference to work with organised brands over unorganised ones, widening the market for companies like ours. Due to change of customer taste and growing demand for made in India goods, we feel that imports could decline in MDF segment, creating a larger

opportunity for world-class, home-grown brands like ours. We believe that in this sectorial churn, local and regional companies could yield ground to large and established brands like Greenpanel.

Your Company's outlook remains favourable on account of its product integration capabilities, growing demand of MDF as economic substitute of Plywood and the continuous support from its employees, shareholders, bankers, vendors, consumers, distributors and dealers.

I must thank our shareholders, employees, customers, distributors and lenders for their trust and commitment. I am confident that the Company will grow and shall give better results in future, with your continued support.

Further, I am interested in the item number 2, 3 & 4 of the notice of 3rd Annual General Meeting and accordingly for the transaction of the said agenda I will not chair the meeting.

Thank You,

Now I request Mr. Lawkush Prasad, Company Secretary, to continue with rest of the proceedings of the meeting.

Mr. Lawkush Prasad: Thank you Chairman Sir.

As no Member has registered/present as speaker and no queries has been raised during the meeting, so far, therefore, we shall proceed with the agenda of the meeting.

I would like to inform that:

The Financial Statements for the financial year ended March 31, 2020 including the Consolidated Financial Statements for the said financial year, and the Reports of the Board of Directors and the Auditors thereon, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts or arrangements in which directors are interested, maintained under Section 189(1) of the Companies Act, 2013 along with the Secretarial Auditors' Report and other relevant documents are either available on the website of the Company or available electronically for inspection by the members throughout the meeting.

The Notice convening the meeting has been sent to all the shareholders. With your permission, I shall take the same as read.

There is no qualification, observation, comment or other remarks on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the report of the Statutory Auditors of the Company, M/s. S S Kothari Mehta and Company and also there is no qualification, observation, comment or other remarks

in the report issued by the Secretarial Auditors of the Company, M/s. T. Chatterjee & Associates . Therefore, it is not required to read the said Auditors' reports in the Annual General Meeting.

As already informed, the Meeting is being conducted through Video Conferencing and other audio visual means and the Company provided remote e-voting facility to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 3rd Annual General Meeting in accordance with the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remote e-voting facility were kept open from 9.00 a.m. on September 15, 2020 to 5.00 p.m. on September 17, 2020.

In line with the provisions of Clause 7.1 of SS-2 on General Meetings, proposing and seconding the Resolutions is not required as remote e-voting was commenced before the commencement of the Meeting.

Further, as per Section 107 and Section 108 of the Companies Act, 2013 read with aforesaid MCA Circulars, there will be no show of hands at the Annual General Meeting. Therefore, in order to enable the members present at the meeting and who have not availed the facility of remote e-voting, to cast their votes, an electronic voting facility during the AGM has been arranged and voting will be taken in respect of all the businesses contained in the Notice.

Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co. has been appointed by the Board of Directors as the Scrutinizer, for scrutinizing the remote e-voting and e-voting at the AGM and to give report thereon in the prescribed manner.

As advised by the Chairman sir, now I will proceed with the following businesses as set out in the Notice convening the 3rd Annual General Meeting of the Company for consideration and approval of the members.

There are four items of the Agenda of the Meeting. Item No. 1 & 2 are Ordinary Businesses and item No. 3 & 4 are Special Businesses.

Ordinary Businesses:

Item No. 1

Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, the Audited Consolidated Financial Statements of the Company for the said financial year together with the Reports of the Board of Directors and Auditors thereon.

Chairman Sir is interested in the businesses of item numbers 2, 3 & 4 of the notice and accordingly he will not chair the meeting for those agenda.

So, I request the Directors present to elect anyone amongst them to Chair the meeting for transacting the item nos. 2, 3 & 4 of the notice of the AGM.

Mr. Arun Kumar: I propose Mr. Mahesh Kumar Jiwrajka to Chair the Meeting
Saraf

Mr. Mahesh Kumar: Thank you for electing me to Chair the meeting. Mr. Lawkush Prasad,
Jiwrajka please read out the brief of the next Agenda.

Mr. Lawkush Prasad: Thank you Sir.

Item No. 2

Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, who retires by rotation at the 3rd Annual General Meeting and being eligible, offers himself for re-appointment.

Special Businesses:

Item No. 3 (as a Special Resolution)

Modification in terms of appointment and payment of Remuneration of Mr. Shiv Prakash Mittal (DIN: 00237242), Executive Chairman to pay the remuneration as approved in the 2nd AGM of the Company held on September 28, 2019, as minimum remuneration, in case of inadequacy of profit during the financial years 2019-20 to 2021-22.

Item no. 4 (as an ordinary resolution)

Modification in terms of appointment and payment of Remuneration of Mr. Shobhan Mittal (DIN: 00347517), Managing Director & CEO to pay the remuneration as approved in the 2nd AGM of the Company held on September 28, 2019, as minimum remuneration, in case of inadequacy of profit during the financial years 2019-20 to 2021-22.

The New Chairman Mr. Mahesh Kumar Jiwrajka shall vacate the Chair and the regular Chairman Shri Shiv Prakash Mittal shall Chair the meeting for transacting the rest of the businesses of the Meeting.

E-voting facility for voting at the AGM provided by the Company shall be open for the members present at the meeting for 15 minutes from the conclusion of the Meeting.

The results of the e-voting and remote e-voting will be announced on receipt of the Scrutinizer's report and the same will be placed on the Company's website and will also be sent to the Stock Exchanges. Further, the transcript of the AGM proceedings shall also be uploaded on the website of the Company.

As we are approaching towards closure of the 3rd AGM of the Company, I would like to convey my heartiest thanks to Chairman Sir for sparing his valuable time to conduct the AGM, enlightening various important aspects of the business and prospects of the Company. I would also like to thank Mr. Mahesh Kumar Jiwrajka for chairing the meeting for the agenda in which regular Chairman is interested, and all other directors, CFO, statutory auditors, secretarial auditors, scrutinizer, CDSL and all the shareholders for their active participation and support.

Now I request Chairman Mr. Shiv Prakash Mittal Ji to declare formal closure of the 3rd AGM of the Company.

**Mr. Shiv Prakash
Mittal:**

The 3rd Annual General Meeting of the Company is now concluded.

Thank You.

Stay Safe and Stay Healthy.