



GREENPANEL INDUSTRIES LIMITED
TRANSCRIPT OF 4TH ANNUAL GENERAL MEETING

Date: July 7, 2021

Time: 11.00 A.M. To 11.22 A.M. IST

Directors & Key Managerial Personnel Present:

Mr. Shiv Prakash Mittal, Executive Chairman

Mr. Shobhan Mittal, Managing Director & CEO

Mr. Mahesh Kumar Jiwrajka Chairman of Stakeholder Relationship Committee

Mr. Salil Kumar Bhandari, Chairman of Audit and Nomination and Remuneration Committees

Ms. Sushmita Singha, Chairperson of Corporate Social Responsibility Committee

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 4th Annual General Meeting of the Company.

Members may note that this Annual General Meeting of the Company is being held through Video Conferencing (VC) and Other Audio-Visual Means (OAVM), in accordance with the provisions of the Companies Act 2013, General Circulars No. 20/2020 dated May 5, 2020, and 02/2021 dated January 13, 2021 read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs and SEBI Circular dated May 12, 2020 and January 15, 2021, issued by the Securities and Exchange Board of India.

The Annual General Meeting is being hosted on Microsoft Team. The facilities to join the Annual General Meeting through Video Conferencing (VC) and Other Audio-Visual Means (OAVM) is made available to the members on first come first serve basis. For smooth and seamless conduct of the Annual General Meeting, the audio of the members will be kept muted and their video will be kept off.

The Company has provided opportunity to the Members of the Company to express their views and ask questions during the Annual General Meeting, by registering themselves as a speaker at least 7 days prior to the meeting. We have not received any request for registration as speaker of the meeting. Any members who are interested to express their views or raise any query may click on 'raise hand option' provided on the video conferencing screen. It may be noted that the Company reserves the right to limit the number of members to answer their questions depending on availability of time.

After Chairman Sir completes his deliberations, the members, who raise hand, shall have opportunity to speak. All the queries from the members shall 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. Members shall be enabled one by one serially to speak. If any audio/video failure is experienced at the Members end, then, the next member 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 Annual General Meeting or casting their vote electronically, they can contact the helpline number given in the Notice of the Annual General Meeting.

As per the Article 44 of the Articles of Association of the Company, the Chairperson of the Board, shall preside as Chairperson at every general meeting of the Company. The Chairman of the Board Mr. Shiv Prakash Mittal is present and therefore he will preside over the 4th Annual General meeting of the Company.

The requisite quorum for the meeting is present through Video Conferencing and other Audio Video Means. The 4th Annual General 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 4th 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.

The year under review was a very challenging one due to emergence of global pandemic COVID 19, which has created a great risk for existence of human being. The pandemic resulted in imposition of lockdown worldwide, restriction in cross border travel and movement of goods, adversely affecting production and consumer sentiments. The global GDP declined from 2.9% in the financial year 2019-20 to minus 3.5% in the year under review.

I am pleased to present performance of Greenpanel for the financial year 2020-21

- Revenue from operations grew by 19% at Rs.1020 Crores.
- EBIDTA stood at Rs.207 crores against Rs.137 crores in Financial Year 2019-20, growth of 51%.
- EBIDTA margin stood at 20.7% against 16.5% in Financial Year 2019-20, growth of 420 bps.
- EBIT margin grew by 570 bps at 14.4%.
- Net Margin stood at 7.6% against 2% in Financial Year 2019-20, growth of 560 bps.
- PAT stood at Rs.76 crores against Rs.16 crore in Financial Year 2019-20, growth of 370%
- EPS stood at Rs.6.21 against Rs.1.32 in Financial Year 2019-20
- Net worth grew by 11% at Rs.773 crores.
- Post tax RoCE and RoE stood at 9.1% and 9.9%, respectively.
- Net Working Capital reduced by 10 days to 35 days.

The performance of the Company during the first quarter of the year under review was adversely impacted due to the outbreak of Covid 19. The revenue was down by 57% in the first quarter. However due to continuous monitoring of the situation and taking various initiatives such as cost management, efficiency management, expanding market network and reach to consumers, focus on priority customers, the Company began to report better numbers quarter on quarter from the second quarter.

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.

Our strong commitment towards financial discipline and continuous performance growth has also translated into upgrading of ratings of long-term and short-term bank facilities by rating agencies M/s. CARE Ratings Limited and M/s. ICRA Limited.

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 spent Rs. 19 Lacs under CSR Policy during FY 2020-21 for the development of community at large.

The Company has outperformed the industry at very crucial time when the world witnessed degrowth of economy. The market share of the Company in MDF sector has increased and it has reported 20% increase in MDF volume and 27% increase in MDF revenue during the year under review. The Plywood and Decorative segment of the Company has also performed better during the year under review compared to Financial Year 2019-20.

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.

We will continue to invest in our brand, leverage a substantial cost leadership in the market, repay debt, moderate the size of our Balance Sheet and keep our overheads low.

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.

We expect to enhance our revenues, liquidity, profitability, sustainability and emerge stronger in the times to come.

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 Agenda of the 4th 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.

I request Mr. Balam Singh to confirm the number of members who have shown interest to speak in the meeting through the 'raise hand' option available on the Video conferencing screen and allow them one by one, to speak.

Mr. Balam Singh: No member has raised hand to speak in the meeting.

Mr. Lawkush Prasad: As no Member has raised hand 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, 2021 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 4th Annual General meeting is with you for quite some time. With your permission, I take the same as read.

There is no qualification, observation, comment or adverse 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, M/s. S. S. Kothari Mehta and Company. Further there is no qualification, observation, comment or adverse remarks in the report

issued by the Secretarial Auditors, M/s. T. Chatterjee & Associates. Therefore, it is not required to read the above 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 4th 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 July 4, 2021 to 5.00 p.m. on July 6, 2021.

In line with the provisions of Clause 7.1 of Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India, 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, 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 Annual General Meeting 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 as the Scrutinizer, for scrutinizing the remote e-voting and e-voting at the Annual General Meeting and to submit report thereon in the prescribed manner.

As advised by the Chairman sir, now I will proceed with the businesses as set out in the Notice convening the 4th 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, 2021, 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, Mr. Shiv Prakash Mittal 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. Shiv Prakash Mittal (DIN: 00237242) as a Director of the Company, who retires by rotation at the conclusion of 4th 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 of the Company.

Item no. 4 (As a Special Resolution)

Modification in terms of appointment and payment of Remuneration of Mr. Shobhan Mittal (DIN: 00347517), Managing Director & CEO of the Company.

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 Annual General Meeting shall be open for the members, who have attended this Meeting through Video Conferencing and other Audio-Visual Means and have not cast their vote through remote e-voting facility, up to 30 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 be sent to the Stock Exchanges. Further, the transcript of the Annual General Meeting proceedings shall also be uploaded on the website of the Company.

As we are approaching towards closure of the 4th Annual General Meeting of the Company, I would like to convey my heartiest thanks to Chairman Sir for enlightening us with 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 conducting item nos. 2 to 4 of the agenda of the meeting and all the Directors, Chief Financial Officer, Statutory Auditors, Secretarial Auditors, Scrutinizer, officials of CDSL and all the Members for their active participation and support.

Now I request Chairman, Mr. Shiv Prakash Mittal, to declare formal closure of the 4th Annual General Meeting.

**Mr. Shiv Prakash
Mittal:**

The 4th Annual General Meeting of the Company is now concluded.

Thank You.

Stay Safe and Stay Healthy.