

GPIL/2022-2023
September 5, 2022

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E),
Mumbai - 400051
Symbol - GREENPANEL

Dear Sir/Madam,

**Sub: Proceedings of 5th Annual General Meeting of the Company
held on September 5, 2022**

In reference to our letter dated September 5, 2022 on the above subject and further to your circular Ref. Nos. NSE/CML/2022/39 dated August 02, 2022 and NSE/CML/2022/44 dated September 07, 2022, we are resubmitting the proceedings of 5th Annual General Meeting of the Company held on September 05, 2022 with digital signature certificate.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a summary of the proceedings of the 5th Annual General Meeting of the Company held on Monday, September 5, 2022 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Please take the same on record.

Thanking You

Yours faithfully
For **GREENPANEL INDUSTRIES LIMITED**

(Lawkush Prasad)
Company Secretary & AVP – Legal
ACS:18675

Encl.: As above

SUMMARY OF THE PROCEEDINGS OF THE 5TH (FIFTH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GREENPANEL INDUSTRIES LIMITED HELD ON MONDAY, SEPTEMBER 5, 2022 THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12 NOON

The 5th Annual General Meeting ("AGM") of the Company held on Monday, September 5, 2022 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") and 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 and 02/2022 dated May 5, 2022, issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, circular no. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2021/697 dated December 22, 2021 and circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 3, 2022, issued by the Securities and Exchange Board of India ("SEBI Circulars"). The AGM commenced today at 11.00 AM, after ensuring adequate quorum for the meeting.

In accordance with Article 44 of the Articles of Association of the Company, Mr. Shiv Prakash Mittal, (DIN: 00237242) Executive Chairman of the Company took the Chair and welcomed all the members, Directors, Key Managerial Personnel (KMP), Statutory Auditor, Secretarial Auditor and Scrutiniser, present at the Meeting.

Mr. Shobhan Mittal (DIN:00347517), Managing Director & CEO, Mr. Mahesh Kumar Jiwrajka (DIN: 07657748), Chairman of the Stakeholders Relationship Committee, Mr. Salil Kumar Bhandari (DIN: 00017566) Chairman of Audit Committee and Nomination & Remuneration Committee, Ms. Shivpriya Nanda (DIN: 01313356), Additional Independent Director and Mr. Arun Kumar Saraf (DIN: 0087063), Independent Director, were present at the Meeting.

Mr. Vishwanathan Venkatramani, Chief Financial Officer, Mr. Lawkush Prasad, Company Secretary, Mr. Sunil Wahal, Partner of M/s S. S. Kothari Mehta & Co., Statutory Auditors, Ms. Binita Pandey, Partner of M/s. T. Chatterjee & Associates, Secretarial Auditor and Mr. Dilip Kumar Sarawagi, Proprietor of M/s. DKS & Co., Scrutiniser, were also present in the meeting.

After confirmation by the Company Secretary of the presence of requisite quorum, the Meeting was called to order. Seventy-six (76) members in aggregate including corporate representatives have joined the Annual General Meeting through VC/OAVM.

The Members were informed that this Annual General Meeting was held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Thereafter, the Chairman delivered his speech and appraised the members with the financial performance and outlook of the Company.

Greenpanel Industries Limited

Corporate Office: Thapar House,
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Business Office: 3rd Floor, Plot No. 68,
Sector-44, Gurugram-122003, Haryana.
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Registered Office:
Makum Road, Tinsukia 786125, Assam
CIN L20100AS2017PLC018272

SUMMARY OF PROCEEDINGS AT THE MEETING

The Financial Statements for the Financial Year ended March 31, 2022 including the Consolidated Financial Statements for the said year, 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 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 and other relevant documents, as required, were kept accessible electronically during the continuation of the Meeting to the persons having the right to attend the Meeting.

Notice convening the Meeting having been circulated to the members was taken as read, with permission of the Members present.

The Company Secretary intimated the Members present that the Statutory Auditor's Report and the Secretarial Auditor's Report did not contain any qualification, observations or comments on any financial transaction or matter which have any adverse effect on the functioning of the Company. The same was taken as read with the consent of the members present.

MANNER OF APPROVAL PROPOSED FOR THE ITEMS AS SET OUT IN THE NOTICE CONVENING THE 5TH ANNUAL GENERAL MEETING

The Company had 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 5th 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) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The facility to vote by electronic means was kept open from 09:00 A.M. on September 2, 2022 to 5:00 P.M. on September 4, 2022.

The Members were informed that Mr. Shiv Prakash Mittal, Chairman of the Meeting was interested in the agenda Item No. 2, 4 & 5 of the Notice of the AGM. Accordingly, he excused himself from conducting the proceedings for such items and resumed to the Chair thereafter. With the consent of the Members present, Mr. Mahesh Kumar Jiwrajka, Independent Director was elected as the Chairman to conduct the proceedings of Item No. 2, 4 & 5.

The members were further informed that Mr. Dilip Kumar Sarawagi, Practicing Company Secretary was appointed as the Scrutinizer for scrutinizing the e-voting at the meeting and remote e-voting process and thereafter to give a report thereon in the prescribed manner.

The members who have registered as speaker shareholders in the meeting were given opportunity to ask questions and seek clarifications during the Annual General Meeting. Queries raised by the shareholders were appropriately replied by Mr. Vishwanathan Venkatramani, Chief Financial Officer of the Company.

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DETAILS OF ITEMS DELIBERATED AT THE MEETING

The following businesses, as set out in the Notice of the Annual General Meeting were taken up for consideration & approval of the Members:

ORDINARY BUSINESS:

Item No. 1 (As an ordinary resolution):

Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.

Item No. 2 (As an ordinary resolution):

Re-appointment of Mr. Shobhan Mittal (DIN: 00347517) as a Director of the Company, liable to retire by rotation.

Item No. 3 (As an ordinary resolution):

Confirmation of payment of Interim Dividend of Rs.1.50/- (Rupees one and paise fifty) per share i.e., 150% on face value of equity share of Rs.1/- on 12,26,27,395 Equity Shares of the Company, paid to the shareholders for the financial year 2021-22.

SPECIAL BUSINESS:

Item No. 4 (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. 5 (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.

Item No. 6 (As a special resolution):

Appointment of Ms. Shivpriya Nanda (DIN:01313356) as an Independent Director of the Company.

Item No. 7 (As an ordinary resolution):

Payment of Commission to the Independent Directors of the Company.

It was informed that the E-voting facility for voting at the Annual General Meeting shall be open for the members, who have attended this Meeting though Video Conferencing and

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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.

It was also informed that 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.

The meeting concluded at 12 Noon with vote of thanks to the Chair.

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