

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[Under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. Name of Entity: **GREENPANEL INDUSTRIES LIMITED**

2. Quarter ending: **MARCH 31, 2023**

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure* (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A (1))	No. of Independent Directorship in listed entities including this listed entity (in reference to proviso to Regulation 17A(1))	Number of memberships [#] in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR.	SHIV PRAKASH MITTAL	PAN: AEAPM0196F DIN: 00237242	Chairperson related to promoter-Executive Director	13-12-2017	19-07-2019	-	-	07-04-1949	2	0	3	1
MR.	SHOBHAN MITTAL	PAN: AGTPM0891N DIN: 00347517	Executive Director	13-12-2017	19-07-2019	-	-	19-08-1980	1	0	1	0
MR.	SALIL KUMAR BHANDARI	PAN: AAAPB5902A DIN: 00017566	Non-Executive Independent Director	06-08-2018	28-08-2018	-	56	28-11-1957	2	2	3	3
MR.	MAHESH KUMAR JIWRAJKA	PAN: AAHPJ6105G DIN: 07657748	Non-Executive Independent Director	06-08-2018	28-08-2018	-	56	03-06-1955	1	1	2	1
MR.	ARUN KUMAR SARAF	PAN: AJJPS7800E DIN: 00087063	Non-Executive Independent Director	14-08-2019	28-09-2019	-	44	30-09-1959	1	1	1	0
MS.	SHIVPRIYA NANDA	PAN: AABPN9006E DIN: 01313356	Non-Executive Independent Director	06-07-2022	05-09-2022	-	9	04-05-1963	2	2	2	0

Whether Regular chairperson appointed: Yes

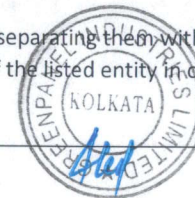
Whether Chairperson is related to Managing Director or CEO: Yes

^{\$} PAN number of any director would not be displayed on the website of Stock Exchange.

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

^{*} To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

[#] No. of Membership also includes Chairmanship



II. Composition of Committees

Name of Committee	Whether Regular Chairperson Appointed	Name of Committee members	Date of Appointment	Date of Cessation	Category (Chairperson/ Executive/Non-Executive/independent/ Nominee) &
1. Audit Committee	Yes	Mr. Salil Kumar Bhandari	19-07-2019	-	Chairman – Non-Executive-Independent
		Mr. Mahesh Kumar Jiwarajka	19-07-2019	-	Non-Executive-Independent
		Mr. Shiv Prakash Mittal	19-07-2019	-	Executive
		Mr. Arun Kumar Saraf	05-02-2020	-	Non-Executive-Independent
		Ms. Shivpriya Nanda	22-07-2022	-	Non-Executive-Independent
2. Nomination & Remuneration Committee	Yes	Mr. Salil Kumar Bhandari	19-07-2019	-	Chairman – Non-Executive-Independent
		Mr. Mahesh Kumar Jiwarajka	19-07-2019	-	Non-Executive-Independent
		Mr. Arun Kumar Saraf	22-07-2022	-	Non-Executive-Independent
3. Risk Management Committee	Yes	Mr. Shiv Prakash Mittal	28-07-2021	-	Chairman- Executive
		Mr. Shobhan Mittal	28-07-2021	-	Executive
		Mr. Arun Kumar Saraf	28-07-2021	-	Non-Executive-Independent
4. Stakeholders Relationship Committee	Yes	Mr. Mahesh Kumar Jiwarajka	19-07-2019	-	Chairman – Non-Executive-Independent
		Mr. Shiv Prakash Mittal	19-07-2019	-	Executive
		Mr. Shobhan Mittal	19-07-2019	-	Executive
5. Corporate Social Responsibility Committee	Yes	Mr. Mahesh Kumar Jiwarajka	06-05-2022	-	Chairman – Non-Executive-Independent
		Mr. Shiv Prakash Mittal	19-07-2019	-	Executive
		Mr. Shobhan Mittal	19-07-2019	-	Executive
6. Operational Committee	Yes	Mr. Shiv Prakash Mittal	19-07-2019	-	Chairman- Executive
		Mr. Shobhan Mittal	19-07-2019	-	Executive
		Mr. Arun Kumar Saraf	14-08-2019	-	Non-Executive-Independent

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met*	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings (in number of days) *
08-11-2022	30-01-2023	Yes	6	4	82 days (excluding date of meetings)

* to be filed only for current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
AUDIT COMMITTEE:					
30-01-2023	Yes	5	4	08-11-2022	82 days (excluding date of meetings)
RISK MANAGEMENT COMMITTEE					
16-01-2023	Yes	2	1		-



STAKEHOLDERS RELATIONSHIP COMMITTEE					
11-01-2023	Yes	2	1	-	-
CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE					
30-01-2023	Yes	3	1	31-10-2022	42 days (excluding date of meetings)
				13-12-2022	47 days (excluding date of meetings)
OPERATIONAL COMMITTEE:					
18-01-2023	Yes	2	1	28-10-2022	19 days (excluding date of meetings)
06-03-2023	Yes	2	1	24-11-2022	46 days (excluding date of meetings)
				29-12-2022	

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

** to be filed only for current quarter meetings.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes
 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee: Yes
 - b. Nomination & remuneration committee: Yes
 - c. Stakeholders relationship committee: Yes
 - d. Risk management committee (applicable to the top 1000 listed entities): Yes
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: Yes
- Any comments/observations/advice of Board of Directors may be mentioned here: NIL

FOR GREENPANEL INDUSTRIES LIMITED

Lawkush Prasad

Lawkush Prasad

Company Secretary & Compliance Officer

Place: Kolkata

Date: 18.04.2023



YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
As per regulation 46(2) of the LODR:		
(a) Details of business	Yes	
(b) Terms and conditions of appointment of Independent Directors	Yes	
(c) Composition of various committees of board of directors	Yes	
(d) Code of conduct of board of directors and Senior Management Personnel	Yes	
(e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
(f) Criteria of making payments to non-executive directors	Yes	
(g) Policy on dealing with related party transactions	Yes	
(h) Policy for determining 'material' subsidiaries	Yes	
(i) Details of familiarization programmes imparted to independent directors	Yes	
(j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
(k) Email address for grievance redressal and other relevant details	Yes	
(l) Financial results	Yes	
(m) Shareholding pattern	Yes	
(n) Details of agreements entered into with the media companies and/or their associates	N.A.	
(o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
(p) New name and the old name of the listed entity	N.A.	
(q) Advertisement as per Regulation 47(1)	Yes	
(r) Credit Rating or revision in Credit Rating obtained by the entity for all its outstanding instruments	Yes	
(s) Separate Audited Financial Statements of each Subsidiary of the Listed Entity in respect of a relevant financial year	Yes	
As per other regulations of the LODR:		
(a) Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	
(b) Materiality Policy as per Regulation 30	Yes	
(c) Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24A	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.: **Yes** ✓

For GREENPANEL INDUSTRIES LIMITED



**LAWKUSH PRASAD
COMPANY SECRETARY
& COMPLIANCE OFFICER**



Place: Kolkata

Date: 18.04.2023

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

[Under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. Name of Entity: **GREENPANEL INDUSTRIES LIMITED**
2. BSE Scrip Code: **542857** & NSE Symbol: **GREENPANEL**
3. Half year ending: **MARCH 31, 2023**

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00



Ram

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company: Yes

FOR GREENPANEL INDUSTRIES LIMITED


VISHWANATHAN VENKATRAMANI
CHIEF FINANCIAL OFFICER



Place: Kolkata

Date: 18.04.2023

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.