

GPIL/2025-2026
May 30, 2025

The Manager
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai-400001
Scrip Code: 542857

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2025.

Kindly take the above on records.

Thanking You,

Yours faithfully
For **Greenpanel Industries Limited**

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

Encl.: As above

**Secretarial Compliance Report of
GREENPANEL INDUSTRIES LIMITED
for the financial year ended 31st March, 2025**

[Pursuant to Regulation 24A(2) of the Securities and Exchange Board of
India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

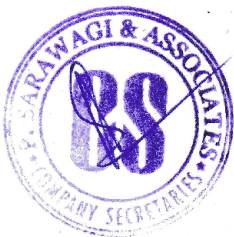
We, **P. Sarawagi & Associates**, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **GREENPANEL INDUSTRIES LIMITED** (CIN : L20100HR2017PLC127303) (“the Listed Entity”),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2025 (“Review Period”), in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”);
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”);
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

Contd. ... 2



and circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period :

- I.(a) The specific Regulations mentioned above in (b) and (d) to (f) were not applicable to the Listed Entity and that the Listed Entity has generally complied with the applicable provisions of the specific Regulations mentioned above in (a), (c), (g) and (h) and the circulars/guidelines issued thereunder, except in respect of matter specified below :

| Sr. No. | Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by |
|------------------|---|--------------------------|------------|-----------------|
| (1) | (2) | (3) | (4) | (5) |
| ----- None ----- | | | | |

| Type of Action | Details of Violation | Fine (in Rs.) | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|------------------|----------------------|---------------|---|---------------------|---------|
| (6) | (7) | (8) | (9) | (10) | (11) |
| ----- None ----- | | | | | |

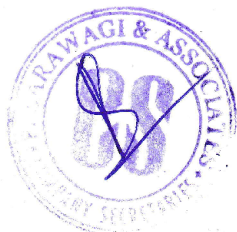
- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports : There was no such observation in the Report for the year ended 31st March, 2024 which requires any action to be taken by the Listed Entity during the Review Period :

| Sr. No. | Observations/ Remarks of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) |
|----------------------------|---|---|---|
| (1) | (2) | (3) | (4) |
| ----- Not Applicable ----- | | | |

| Details of violation / deviations and actions taken / penalty imposed, if any, on the Listed Entity | Remedial actions, if any, taken by the Listed Entity | Comments of the PCS on the actions taken by the Listed Entity |
|---|--|---|
| (5) | (6) | (7) |
| ----- Not Applicable ----- | | |

- II. We hereby report that, during the review period the compliance status of the Listed Entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|-------------------------------|--|
| 1. | <u>Secretarial Standards:</u> The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | Complied with applicable SS issued by the ICSI and notified by the Central Government. |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|--|-------------------------------|---|
| 2 | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Listed Entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. | Yes Yes | |
| 3 | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | Yes Yes Yes | |
| 4 | <u>Disqualification of Directors:</u> None of the Directors of the Listed Entity is disqualified under Section 164 of Companies Act, 2013. | Yes | |
| 5 | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries. | NA NA | The Listed Entity does not have any subsidiary. |
| 6 | <u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations. | Yes | |
| 7 | <u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | |
| 8 | <u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee. | Yes NA | Please refer 8(a) |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|---|-------------------------------|---|
| 9 | <u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed thereunder. | Yes | |
| 10 | <u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Listed Entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | NA | We did not come across any such action taken by SEBI or Stock Exchanges during our examination of the records. |
| 12 | <u>Resignation of statutory auditors from the Listed Entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed Entity. | NA | Statutory Auditors of Listed Entity has not resigned during the review period. The Listed Entity does not have any material subsidiary. |
| 13 | <u>Disclosure of Employee Benefit Scheme related documents</u> Uploaded the Employee Benefit Scheme documents, with the requisite minimum information disclosed to shareholders, on the website of the Listed Entity after obtaining shareholder approval as required under SEBI SBEB Regulations. The Board of Directors of the Listed Entity approved the rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity. | NA NA | The Listed Entity has not framed/ implemented any Scheme for Share Based Employee Benefits or Sweat Equity. |
| 14 | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | Yes | |



Assumptions & Limitation of Scope and Review :

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the Management of the Listed Entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI LODR Regulations and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

**For P. SARAWAGI & ASSOCIATES
Company Secretaries**



(Handwritten signature)

**(P.K. Sarawagi)
Proprietor**

Membership No. FCS-3381

Certificate of Practice No. : 4882

Peer Review Certificate No. 1128/2021

ICSI UDIN : F003381G000388073

Place : Kolkata

Date : 22nd May, 2025