

SECRETARIAL COMPLIANCE REPORT OF

Greenpanel Industries Limited

For the financial year ended 31-03-2024

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulations, 2018]

To,

Greenpanel Industries Limited
Thapar House, 2nd Floor,
163, S.P Mukherjee Road,
Kolkata- 700026, West Bengal

We, T. Chatterjee & Associates, have examined:

- (a) the documents and records made available to us and explanation given by **Greenpanel Industries Limited (CIN: L20100WB2017PLC265977)**, Thapar House, 2nd Floor, 163, S.P. Mukherjee Road, Kolkata - 700026, listed on BSE Ltd, Scrip Code- **542857** and National Stock Exchange of India Ltd., Stock Code- **GREENPANEL**, (hereinafter referred as "**the listed entity**")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, reports, statements and documents filed with the recognized stock exchange(s) on the electronic platform, other records maintained by the listed entity and electronics record of the official portal of the Stock Exchanges

for the year ended on **31-03-2024** (herein after referred as the "Review Period") in respect of compliance with the provisions, to the extent applicable to the listed entity of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable to the listed entity, includes: -

- a. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the Company during review period)
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018; (not applicable to the Company during review period)



- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (not applicable to the listed entity during review period)
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (not applicable to the listed entity during review period).
- 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;
- i. The Securities and Exchange Board of India (Registrar to as issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent with Securities issued;
- j. The Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009;
- k. The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (In relation to Obligation of issuer Company) Not Applicable during the review period

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and whenever required and affirm that

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remark by PCS *
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS *
3	Maintenance and disclosures on Website: <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	
4	Disqualification of Director: <ul style="list-style-type: none"> • None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. 	Yes	
5	To examine details related to material Subsidiaries of listed entities.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6	Preservation of Documents: <p>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, 2015.</p>	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS *
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, its Committees, Independent Directors, Executive Directors and the Chairman of the Company at the beginning of every financial year / during the financial year as prescribed in SEBI Regulations</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>No such event occurred during the year</p>	
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS *
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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 except as provided under separate paragraph herein (**)</p>	Yes	
12	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	

Further based on the above examinations, we hereby report that, during the review period

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except the matter specified below :

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					
NIL										



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.					
1	Reg 23(9) of the SEBI (Listing Obligations and Disclosure Requirement	SEBI (Listing Obligations and Disclosure Requirement	Delay in filing of the disclosure of related party transactions on consolidated basis with the Stock Exchanges by 3 days	BSE Limited and National Stock Exchange of India Limited	Fine	Delay in filing of the disclosure of related party transactions on consolidated basis with the Stock Exchanges by 3 days	Fine of Rs. 15000/- each imposed by both the Stock Exchanges	The Fine amount has been paid by the Company	It was presumed that the Related Party Transaction for the half year ended 31 March 2022 is to be filed within 30 days from the date of Board Meeting	As mentioned in the previous columns



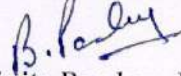
2	Reg 19(1) of the SEBI (Listing Obligations and Disclosure Requirement)	Reg 19(1) of the SEBI (Listing Obligations and Disclosure Requirement)	Delay in the constitution of the Nomination and Remuneration Committee by 15 days	BSE Limited and National Stock Exchange of India Limited	Fine	Delay in the constitution of the Nomination and Remuneration Committee by 15 days	Fine of Rs. 30000/- each imposed by both the Stock Exchanges	Nomination and Remuneration Committee has been reconstituted on 22-07-2022	There was a delay of 15 days in reconstitution of the Nomination and Remuneration Committee due to resignation of Ms. Sushmita Singha from the post of Independent Director. The Nomination and Remuneration Committee has been reconstituted on 22 July 2022	As mentioned in the previous columns
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Place: Kolkata

Date: 29-04-2024

For M/s T.Chatterjee & Associates
Practising Company Secretaries
FRN No. - P2007WB067100



Binita Pandey - Partner
ACS : 41594, CP : 19730
UDIN: A041594F000262650
Peer Review No.: 908/2020

