

GPIL/2023-2024  
June 27, 2023

**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: Proceedings of the 6<sup>th</sup> Annual General Meeting of the Company held on June 27, 2023**

Pursuant to Regulation 30 read with para A of part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a summary of the proceedings of the 6<sup>th</sup> Annual General Meeting of the Company held on Tuesday, June 27, 2023, 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 and VP – Legal  
ACS:18675

Encl.: As above

**SUMMARY OF THE PROCEEDINGS OF THE 6<sup>TH</sup> (SIXTH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GREENPANEL INDUSTRIES LIMITED HELD ON TUESDAY, JUNE 27, 2023 THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12.28 P.M.**

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The 6<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday, June 27, 2023 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") 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, 02/2022 dated May 5, 2022, 10/2022 and 11/2022 dated December 22, 2022, issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/P/2021/21 dated February 26, 2021, SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2021/697 dated December 22, 2021, SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated June 3, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars"). The AGM commenced after ensuring an 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 auditors, secretarial auditor and scrutiniser, present at the meeting.

Mr. Shobhan Mittal (DIN:00347517), Managing Director and CEO, Mr. Mahesh Kumar Jiwrajka (DIN: 07657748), Chairman of the Stakeholders Relationship and Corporate Social Responsibility Committees, Mr. Salil Kumar Bhandari (DIN: 00017566) Chairman of Audit Committee and Nomination and Remuneration Committee, Ms. Shivpriya Nanda (DIN: 01313356), 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, Mr. Tarun Chatterjee and Ms. Binita Pandey, Partners 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 a requisite quorum, the meeting was called to order. Seventy-Four (74) members in the 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.

**Greenpanel Industries Limited**

**Registered & Corporate Office:**

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S.P. Mukherjee Road, Kolkata,  
West Bengal - 700026  
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**Business Office:** 3rd Floor, Plot No. 68,  
Sector-44, Gurugram-122003, Haryana,  
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CIN: L20100AS2017PLC018272

Thereafter, the chairman delivered his speech and appraised the members with the financial performance and outlook of the company.

### **SUMMARY OF PROCEEDINGS AT THE MEETING**

The financial statements for the financial year ended March 31, 2023 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 were 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 to the members present that the statutory auditor's report did not contain any qualification, adverse remarks, or comments on any financial transaction or matter which have any adverse effect on the functioning of the company. Further, there is no qualification, comment, or adverse remarks in the report issued by the Secretarial Auditor, M/s. T. Chatterjee & Associates except for observation on (i) delay in filing of disclosure of related party transactions on a consolidated basis with the stock exchanges by 3 days and (ii) delay in constitution of the Nomination and Remuneration Committee of the Company by 15 days for which fines have been paid by the Company to the Stock Exchanges. Management, based on their assessment and opinion, is of the view that any consequential effect on the above will not have a material impact on the company's financials. The same were 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 6<sup>TH</sup> ANNUAL GENERAL MEETING**

The company had provided a 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 AGM in accordance with the provisions of Sections 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 June 23, 2023, to 5:00 P.M. on June 26, 2023.

The members were informed that Mr. Shiv Prakash Mittal, Chairman of the meeting was interested in the agenda Item No. 3 of the notice of the AGM. Accordingly, he excused himself from conducting the proceedings for the above business. 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. 3.

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 registered as speaker shareholders in the meeting were given the opportunity to ask questions and seek clarifications during the annual general meeting. Queries raised by the shareholders were appropriately replied to by Mr. Vishwanathan Venkatramani, Chief Financial Officer of the company.

### **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 and approval of the members:

#### **ORDINARY BUSINESS:**

##### **Item No. 1 (As an ordinary resolution):**

Adoption of audited standalone and consolidated financial statements of the company for the financial year ended March 31, 2023, and the reports of the board of directors and auditors thereon.

##### **Item No. 2 (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 the 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 2022-23.

##### **Item No. 3 (As an ordinary resolution):**

Re-appointment of Mr. Shiv Prakash Mittal (DIN: 00237242) as a director of the company, liable to retire by rotation.

##### **Item No. 4 (As an ordinary resolution):**

Re-appointment of M/s. S. S. Kothari Mehta & Company as the statutory auditors of the company, for a further term of five consecutive years from the conclusion of the sixth annual general meeting till the conclusion of the eleventh annual general meeting.

#### **SPECIAL BUSINESS:**

##### **Item No. 5 (As a special resolution):**

Re-appointment of Mr. Salil Kumar Bhandari (DIN: 00017566) as an independent director of the company for a second term of five years from August 6, 2023, to August 5, 2028.

##### **Item No. 6 (As a special resolution):**

Re-appointment of Mr. Mahesh Kumar Jiwrajka (DIN: 07657748) as an independent director of the company for a second term of five years from August 6, 2023, to August 5, 2028

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 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.

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 12.28 P.M. with a vote of thanks to the chair.