



GPIL/2024-2025
June 25, 2024

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,

Sub: Proceedings of the 7th Annual General Meeting of the Company held on Tuesday, June 25, 2024

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 7th Annual General Meeting of the Company held on Tuesday, June 25, 2024, at 3.00 P.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 7TH (SEVENTH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GREENPANEL INDUSTRIES LIMITED HELD ON TUESDAY, JUNE 25, 2024, THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS COMMENCED AT 3:00 P.M. AND CONCLUDED AT 4:23 P.M.

The 7th Annual General Meeting ("AGM") of the Company held on Tuesday, June 25, 2024 at 3:00 P.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 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") has, vide 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/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as "SEBI Circulars"). The AGM commenced after ensuring 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 the Audit Committee and Nomination and Remuneration Committee, Ms. Shivpriya Nanda (DIN: 01313356), and Mr. Arun Kumar Saraf (DIN: 0087063), Independent Directors, were present at the meeting.

Mr. Vishwanathan Venkatramani, Chief Financial Officer, Mr. Lawkush Prasad, Company Secretary and VP-Legal, Mr. Sunil Wahal and Mr. Deepak Kumar Gupta, partners of M/s. S S Kothari Mehta & Co LLP, Statutory Auditors, Mr. Tarun Chatterjee and Ms. Binita Pandey, Partners of M/s. T. Chatterjee & Associates, Secretarial Auditor and Mr. Dilip Kumar Sarawagi, 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. Eighty-three (83) 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.

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, 2024 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 M/s. T. Chatterjee & Associates, Secretarial Auditor, for the year under review. The same were taken as read with the consent of the members present.

Manner of approval of items as set out in the notice convening the 7th 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 22, 2024, to 5:00 P.M. on June 24, 2024.*

The members were informed that Mr. Shiv Prakash Mittal, Chairman of the meeting was interested in the businesses of Item No. 3 to 5 of the notice of the AGM. Accordingly, he excused himself from conducting the proceedings for the above businesses. Based on the recommendation of Mr. Arun Kumar Saraf, Independent Director and consent of the members present, Mr. Mahesh Kumra Jiwrajka, Independent Director elected as the chairman to conduct the businesses of Item No. 3 to 5 of the notice of the AGM.

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 businesses conducted at the AGM

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):

To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, 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):

To confirm 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 2023-24.

Item No. 3 (as an ordinary resolution):

To appoint a director in place of Mr. Shobhan Mittal (DIN:00347517), who retires by rotation and being eligible, and offers himself for reappointment.

Special business:

Item No. 4 (as a special resolution):

To re-appoint Mr. Shiv Prakash Mittal (DIN:00237242), Executive Chairman of the Company for the period of five (5) years effective from July 01, 2024.

Item No. 5 (as a special resolution):

To re-appoint Mr. Shobhan Mittal (DIN:00347517), Managing Director and CEO of the Company for the period of five (5) years effective from July 01, 2024.

Item No. 6 (as a special resolution):

To re-appoint Mr. Arun Kumar Saraf (DIN:00087063), as an Independent Director of the Company, for the second term of five years effective from August 14, 2024.

Item No. 7 (as a special resolution):

Shifting of the Registered Office of the Company from the state of West Bengal to the state of Haryana.

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 filed with 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 4: 23 P.M. with a vote of thanks to the chair.

Greenpanel Industries Limited

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