

Compliance Report on Corporate Governance

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

1. Name of Entity: **GREENPANEL INDUSTRIES LTD.**
2. BSE Scrip Code: **542857** & NSE Symbol: **GREENPANEL**
3. Quarter ending: **31ST DECEMBER 2019**

I. Composition of Board of Directors

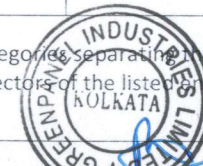
Title (Mr/Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment in the current term	Cessation	Tenure* (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A (1) of Listing Regulations)	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			2	0	3	1
MR.	SHOBHAN MITTAL	PAN: AGTPM0891N DIN: 00347517	Executive Director	13-12-2017	19-07-2019			1	0	1	0
MR.	SALIL KUMAR BHANDARI	PAN: AAAPB5902A DIN: 00017566	Non-Executive Independent Director	06-08-2018	28-08-2018		17	2	2	5	1
MS.	SUSHMITA SINGHA	PAN: AKNPS5620H DIN: 02284266	Non-Executive Independent Director	06-08-2018	28-08-2018		17	3	3	2	1
MR.	MAHESH KUMAR JIWRAJKA	PAN: AAHPJ6105G DIN: 07657748	Non-Executive Independent Director	06-08-2018	28-08-2018		17	1	1	2	1
MR.	ARUN KUMAR SARAF	PAN: AJJPS7800E DIN: 00087063	Non-Executive Independent Director	14-08-2019	28-09-2019		5	1	1	0	0

⁵ 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 separately 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	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
1. Audit Committee	Yes	Mr. Salil Kumar Bhandari	19-07-2019	Chairman - Non-Executive-Independent
		Ms. Sushmita Singha	19-07-2019	Non-Executive-Independent
		Mr. Mahesh Kumar Jiwrajka	19-07-2019	Non-Executive-Independent
		Mr. Shiv Prakash Mittal	19-07-2019	Executive
2. Nomination & Remuneration Committee	Yes	Mr. Salil Kumar Bhandari	19-07-2019	Chairman - Non-Executive-Independent
		Ms. Sushmita Singha	19-07-2019	Non-Executive-Independent
		Mr. Mahesh Kumar Jiwrajka	19-07-2019	Non-Executive-Independent
3. Risk Management Committee (if applicable)		N.A.		N.A.
4. Stakeholders Relationship Committee	Yes	Mr. Mahesh Kumar Jiwrajka	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	Ms. Sushmita Singha	19-07-2019	Chairman – Non-Executive-Independent
		Mr. Shiv Prakash Mittal	19-07-2019	Executive
		Mr. Shobhan Mittal	19-07-2019	Executive
6. Operational Committee	No	Mr. Shiv Prakash Mittal	19-07-2019	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) *
19-07-2019	07-11-2019	Yes	5	3	84 days (excluding date of meeting)
14-08-2019	26-12-2019	Yes	3	2	48 days (excluding date of meeting)

*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:					
07-11-2019	Yes	3	2	19-07-2019 and 14-08-2019	84 days (excluding date of meetings)
OPERATIONAL COMMITTEE:					



14-10-2019	Yes	2	N.A.	26-07-2019	N.A.
17-10-2019	Yes	2			
23-11-2019	Yes	2			
24-12-2019	Yes	2			

* This information has to be mandatorily be 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	N.A.

Note:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - Audit Committee: Yes
 - Nomination & remuneration committee: Yes
 - Stakeholders relationship committee: Yes
 - Risk management committee (applicable to the top 500 listed entities): Not Applicable
- 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
- 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
- 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


BANIBRATA DESARKAR
COMPANY SECRETARY &
COMPLIANCE OFFICER



Place: Kolkata
Date: 13.01.2020