

Compliance Report on Corporate Governance

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

1. Name of Entity: **GREENPANEL INDUSTRIES LIMITED**
2. BSE Scrip Code: **542857** & NSE Symbol: **GREENPANEL**
3. Quarter ending: **31ST MARCH 2020**

I. Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) ⁶	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		20	3	3	6	3
MS.	SUSHMITA SINGHA	PAN: AKNPS5620H DIN: 02284266	Non-Executive Independent Director	06-08-2018	28-08-2018		20	3	3	2	1
MR.	MAHESH KUMAR JIWRAJKA	PAN: AAHPJ6105G DIN: 07657748	Non-Executive Independent Director	06-08-2018	28-08-2018		20	1	1	2	1
MR.	ARUN KUMAR SARAF	PAN: AJJPS7800E DIN: 00087063	Non-Executive Independent Director	14-08-2019	28-09-2019		8	1	1	1	0

For Greenpanel Industries Limited

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.

⁶ 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.

* 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.

Lawkush Prasad
Lawkush Prasad
Company Secretary &
Assistant Vice President-Legal

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
		Mr. Arun Kumar Saraf	05-02-2020	Non-Executive-Independent
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.		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	Yes	Mr. Shiv Prakash Mittal	19-07-2019	Chairman- 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) *
07-11-2019 26-12-2019	05-02-2020	Yes	6	4	40 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: 05-02-2020	Yes	5	4	07-11-2019	89 days (excluding date of meetings)
NOMINATION & REMUNERATION COMMITTEE: 05-02-2020	Yes	3	3		

For Greenpanel Industries Limited

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N.A.

STAKEHOLDERS & RELATIONSHIP COMMITTEE MEETING:					
05-02-2020	Yes	3	1	-	N.A.
CORPORATE & SOCIAL RESPONSIBILITY COMMITTEE MEETING:					
05-02-2020	Yes	3	1	-	N.A.
OPERATIONAL COMMITTEE:					
05-02-2020	Yes	3	N.A.	14-10-2019	N.A.
15-02-2020	Yes	2		17-10-2019	
				23-11-2019	
07-03-2020	Yes	2		24-12-2019	

* 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

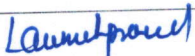
FOR GREENPANEL INDUSTRIES LIMITED

Lawkush Prasad
LAWKUSH PRASAD
COMPANY SECRETARY &
COMPLIANCE OFFICER
Place: Kolkata
Date: 15.05.2020



YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and Senior Management Personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Email address for grievance redressal and other relevant details	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
New name and the old name of the listed entity	N.A.	
Advertisement as per Regulation 47(1)	Yes	
Credit Rating or revision in Credit Rating obtained	Yes	
Separate Audited Financial Statements of each Subsidiary of the Listed Entity in respect of a relevant financial year	Yes	
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution Policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes


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Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	N.A.
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24A	N.A.
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
1 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.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		

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III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.: **Yes**

For GREENPANEL INDUSTRIES LIMITED

Lawkush Prasad
LAWKUSH PRASAD
COMPANY SECRETARY
& COMPLIANCE OFFICER



Place: Kolkata

Date: 15.05.2020