



## GREENLAM INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam-786125, India  
Corporate Office: 2<sup>nd</sup> Floor, West Wing, Worldmark 1, Aerocity,  
IGI Airport Hospitality District, New Delhi-110037, India  
Phone: +91-11-42791399, Fax: +91-11-42791330, CIN: L21016AS2013PLC011624  
Email: investor.relations@greenlam.com; website: www.greenlamindustries.com

## NOTICE

**NOTICE** is hereby given that the 7<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Greenlam Industries Limited for the financial year ended March 31, 2020 will be held on Friday, August 28, 2020 at 11.00 a.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 (“Act, 2013”) and Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 to transact the following businesses:

### ORDINARY BUSINESSES

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹4 per equity shares of ₹5 each of the Company, already paid, as the final dividend for the financial year ended March 31, 2020.
3. To appoint a director in place of Ms. Parul Mittal (DIN: 00348783), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESSES

4. **Payment of annual commission to Mr. Shiv Prakash Mittal, (DIN: 00237242) Non-Executive Chairman of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) and the allied rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable provisions, if any, (including any amendment or re-enactment thereof), and applicable clauses of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors and also subject to such other approvals as may be required, the approval of the Members of the Company be and is hereby accorded to pay an annual commission of ₹18,00,000/- (excluding applicable taxes thereon) to Mr. Shiv

Prakash Mittal (DIN: 00237242), Non-Executive Chairman of the Company, on pro-rata basis of his tenure in any financial year, with effect from the financial year 2019-20 subject to the condition that the total annual commission to all the Non-Executive Directors along with the applicable taxes thereon, if any, shall not exceed 1 (one) percent of the net profits of the Company in any financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify the annual commission payable to Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman of the Company, as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act, 2013 and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

5. **Appointment of Ms. Matangi Gowrishankar as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, read with Schedule IV of the Companies Act, 2013 (“Act, 2013”) and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and also subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Women Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) consecutive years from the

conclusion of 7<sup>th</sup> Annual General Meeting ("AGM") up to the conclusion of 12<sup>th</sup> AGM.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act, 2013 and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman, Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO, Mr. Ashok Kumar

Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

Place: New Delhi  
Date: July 28, 2020

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

By order of the Board  
For **Greenlam Industries Limited**

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal  
Membership No.: ACS 19037

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted holding of the Annual General Meeting ("the Meeting/AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses as set out in Item No. 4 and 5 are annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI Listing Regulations in respect of re-appointment of Ms. Parul Mittal (DIN: 00348783) is annexed hereto and additional information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") in respect of payment of annual commission to Mr. Shiv Prakash Mittal (DIN: 00237242) is made part of explanatory statement at Item No. 4 and additional information pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI Listing Regulations in respect of appointment of Ms. Matangi Gowrishankar (DIN: 01518137) is made part of explanatory statement to Item No. 5.
3. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is also provided by LIPL.
4. VC/OAVM facility provided by the Company, is having a capacity to allow 1000 members to participate at the Meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
5. Company is providing two way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/OAVM are provided at point no. 29A.
6. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2019-20 and Notice of the 7<sup>th</sup> AGM of the Company, *inter alia*, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website [www.greenlamindustries.com](http://www.greenlamindustries.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
8. Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the 7<sup>th</sup> AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA General Circular No. 14/2020 dated April 08, 2020, the facility for appointment of proxies by the Members will not be available for the 7<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address [dksincs@gmail.com](mailto:dksincs@gmail.com)
10. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).  
  
Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company in case of the shares are held in physical form.
12. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on [investor.relations@greenlam.com](mailto:investor.relations@greenlam.com), at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
13. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL) Noble Heights, 1<sup>st</sup> Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal at the Corporate Office of the Company (Phone No.: +91-11-42791399; Email: [investor.relations@greenlam.com](mailto:investor.relations@greenlam.com)).
14. Members are requested to note that, in terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund. Therefore, Members, who have not yet encashed their dividend for the financial year ended March 31, 2015; March 31, 2016; March 31, 2017, March 31, 2018, March 31, 2019 and/or March 31, 2020 are requested to make their claim to the Company's RTA i.e. LIPL immediately.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.
16. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names, DP-Id Client-Id/Folio number and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Company on its website [www.greenlamindustries.com](http://www.greenlamindustries.com) and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA, before the unclaimed dividends are transferred to the IEPF.
17. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA i.e. LIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form.
18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. LIPL for consolidation into single folio.
19. As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. LIPL for assistance in this regard.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. LIPL.
21. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register

their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

22. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.

23. Since the AGM will be conducted through VC / OAVM, the Route Map is not annexed to this Notice.

24. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 7<sup>th</sup> AGM along with requisite documents and the Annual Report for the financial year 2019-20 shall also be available on the Company's website [www.greenlamindustries.com](http://www.greenlamindustries.com). Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting. Members seeking to inspect such documents can send an email to [investor.relations@greenlam.com](mailto:investor.relations@greenlam.com).

25. The remote e-voting facility will be available during the following voting period:

i. Commencement of remote e-voting: From 10.00 a.m. IST of Tuesday, August 25, 2020.

ii. End of remote e-voting: Up to 5.00 p.m. IST of Thursday, August 27, 2020.

26. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 21, 2020 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter and the facility will be blocked forthwith.

#### 27. Remote e-Voting Instructions for shareholders:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

» Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

• Shareholders/ members holding shares in physical form shall provide Event No. (200108) + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

• Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above

• Shareholders/ members holding shares in NSDL demat account shall provide 'D', above

• Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

• Shareholders/members who have not updated their email id and PAN in the records of the Company shall send an email for the sequence number to the Company's RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

» Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

» Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.

5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the

e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**28. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting Cast your vote
2. Enter your 16 digit Demat Account No./Event No. (200108) + Folio Number and OTP (received on the registered

mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.

3. After successful login, you will see Resolution Description and against the same the option Favour/ Against for voting.
4. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on Save. A confirmation box will be displayed. If you wish to confirm your vote, click on Confirm, else to change your vote, click on Back and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
7. Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
8. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
9. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
10. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
11. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**29A. Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - » Select the "Company" and 'Event Date' and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Event No. (200108) + Folio Number
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- » Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**29B. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the investor.relations@greenlam.com.
  2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
  3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
  4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
  5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
30. The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.
  31. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date i.e. August 21, 2020, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
  32. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM

but shall not be entitled to cast their vote again or change it subsequently.

33. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
34. The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1<sup>st</sup> Floor, Kolkata-700007 as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
35. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
36. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
37. The Notice of the AGM shall be placed on the website of the Company and LIPL till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.greenlamindustries.com](http://www.greenlamindustries.com) and on the website of LIPL i.e. [www.linkintime.co.in](http://www.linkintime.co.in) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

Place: New Delhi  
Date: July 28, 2020

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

By order of the Board  
For **Greenlam Industries Limited**

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal  
Membership No.: ACS 19037

## Details of Directors Seeking appointment/re-appointment at the 7<sup>th</sup> Annual General Meeting

Brief Profile of Ms. Parul Mittal (DIN: 00348783), Whole-time Director of the Company, who is liable to retire by rotation and is seeking re-appointment in the forthcoming Annual General Meeting, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable provisions, if any, is provided in the table below:

Name of the Director	Ms. Parul Mittal
Father's Name	Late Shri Indraj Singh
Date of Birth	November 21, 1977
Age	42 Years
Date of first Appointment	November 11, 2014
Brief resume and expertise in specific functional areas	Ms. Parul Mittal is a commerce graduate and possesses expert knowledge in the area of brand management. Prior to joining the Board of Greenlam Industries Limited, she was associated with Greenply Industries Limited for more than 5 years and engaged in various important functions of Greenply viz. promoting brand building at national and international level, developing and execute marketing strategy, building and maintaining relationship with research organizations, advertising agencies and product promotional houses. Her experience and guidance in the area of brand management is expected to continue to enhance our Company's image in the market significantly. Further, post her appointment in the Company, she has also been actively involved in the area of CSR, administration, purchase & supply chain and other related activities.
Qualification	B.Com
Terms and conditions of re-appointment	The terms and conditions of re-appointment are as approved by the members of the Company in 6 <sup>th</sup> Annual General Meeting held on August 10, 2019.
Directorship held in other companies	<ul style="list-style-type: none"> <li>• Greenlam South Limited</li> <li>• Prime Properties Private Limited</li> <li>• Greenply Leasing &amp; Finance Private Limited</li> <li>• S. M. Safeinvest Private Limited</li> </ul>
Chairman/member of the committee of the Board of Directors of the Company	<p><b>Chairman:</b> Nil</p> <p><b>Member:</b> a) Corporate Social Responsibility Committee b) Operational &amp; Finance Committee</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of shares held in the Company	4,78,800 equity shares [1.98%]
No. of Board Meetings attended during the financial year 2019-20	6 out of 7 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	Spouse of Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO of the Company and Daughter-in-law of Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman of the Company
Details of remuneration sought to be paid, if any	The remuneration sought to be paid is as approved by the members of the Company in the 6 <sup>th</sup> Annual General Meeting held on August 10, 2019.
Remuneration last drawn, if any	The details of remuneration paid to her has been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report of the relevant financial years.

## Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013

### Resolution at Item No. 4

Sections 197(6) of the Companies Act, 2013 ("the Act, 2013") permits payment of remuneration to Non-Executive Directors of a Company either by way of a monthly payment or a specified percentage of the net profits of the company or partly by one way and partly by the other. Further, Section 197(1) of the Act, 2013 states that where the company has managing director or whole-time director or manager, then a maximum of 1% of its net profits can be paid as remuneration to its Non-Executive Directors (NEDs). In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profits can be paid. Thus, the basis of payment to the NEDs is the net profits of the company computed in the manner laid down in Section 198 of the Act, 2013. However, no commission was being paid to Mr. Shiv Prakash Mittal, Non-Executive Chairman by the Company for devoting his time and attention towards the Company. He has been on the Board of the Company since its inception and appointed as Non-Executive Chairman w.e.f. November 11, 2014. His office as a Director is liable to retire by rotation.

Considering the valuable time and advice given by the Non-Executive Chairman in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and the valuable suggestions and guidance given by him to the management of the Company from time to time and with a view to encourage the involvement of Non-Executive Chairman of the Company as well as to motivate him to contribute significantly to the growth of the Company by bringing with him rich and wide experience, the Board of Directors in their meeting held on November 07, 2019, on the recommendation of the Nomination and Remuneration Committee, had approved to pay Mr. Shiv Prakash Mittal, annual commission of ₹18,00,000/- (exclusive of applicable taxes) with effect from the financial year 2019-20 subject to the condition that total commission to the non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time and also approved to pay sitting fees in line with the sitting fees payable to Independent Directors of the Company.

The members of the Company had approved, in the 6<sup>th</sup> Annual General Meeting held on August 10, 2019, payment of annual commission up to ₹18,00,000 (exclusive of applicable taxes) to each of the Independent Directors of the Company subject to the limit

that the total commission to all the Non-executive Directors along with the applicable taxes thereon, if any, shall not exceed 1% of the net profits of the Company in any financial year. However, if annual commission entitlement of all the non-executive directors exceeds 1(one) percent of the net profits of the Company for any financial year, then annual commission payout to all such directors shall be reduced on pro-rata basis so as to ensure that the total annual commission payout is capped at 1(one) percent of the net profits of the Company for that year.

Mr. Shiv Prakash Mittal, Non-Executive Chairman of the Company is a related party to the Company as per Section 2(76) of the Act, 2013. As per Section 177(4)(iv) of the Act, 2013; Regulation 18(3) read with Part C of Schedule II and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and as per the terms of reference of the Audit Committee duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction and the same was approved by the Audit Committee in its meeting held on November 07, 2019.

Pursuant to the provisions of Section 197 of the Act, 2013, the payment of annual commission to Non-Executive Director as mentioned above requires approval of Members of the Company by way of an ordinary resolution and accordingly the Board of Directors recommends passing of the resolution as an Ordinary Resolution in the best interest of the Company.

Mr. Shiv Prakash Mittal and his relatives i.e. Mr. Saurabh Mittal, Managing Director & CEO and Ms. Parul Mittal, Whole-time Director of the Company, are concerned or interested in the proposed resolution mentioned at Item No. 4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolutions set forth in Item No. 4 for the approval of Members by way of an Ordinary Resolution in the best interest of the Company.

Brief Profile of Mr. Shiv Prakash Mittal, Non-Executive Chairman pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Shiv Prakash Mittal
Father's Name	Late Shri Sanwamal Palriwal
Date of Birth	April 07, 1949
Age	71 years
Date of first appointment on the Board of the Company	August 12, 2013
Brief resume and expertise in specific functional areas	Mr. Shiv Prakash Mittal holds a bachelor's degree in science from the University of Calcutta. He is one of the founders of Greenply Industries Limited. He was also associated with Kitply Industries Limited for 21 years. He has over thirty five years of experience in the fields of production and marketing in plywood, laminates and allied products.
Qualification	B.Sc.



Terms and conditions of appointment	The terms and conditions of the appointment including remuneration of Mr. Shiv Prakash Mittal, Non-Executive Chairman of the Company are as mentioned in the explanatory statement to item no. 4 of this Notice.								
Directorship held in other companies	<ul style="list-style-type: none"> <li>• Greenpanel Industries Limited</li> <li>• Prime Holdings Private Limited</li> <li>• Bluesky Projects Private Limited</li> <li>• Educational Innovations Private Limited</li> <li>• Niranjana Infrastructure Private Limited</li> <li>• Showan Investment Private Limited</li> <li>• Vanashree Properties Private Limited</li> </ul>								
Chairman/member of the committee of the Board of Directors of the Company	<b>Chairman:</b> a) Stakeholders' Relationship Committee  <b>Member:</b> b) Nomination and Remuneration Committee c) Corporate Social Responsibility Committee d) Operational & Finance Committee								
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<b>Chairman:</b> Nil <b>Member:</b> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of the Company</th> <th style="text-align: left;">Name of the Committee</th> </tr> </thead> <tbody> <tr> <td rowspan="4" style="vertical-align: top;">Greenpanel Industries Limited</td> <td>Audit Committee</td> </tr> <tr> <td>Stakeholders' Relationship Committee</td> </tr> <tr> <td>Corporate Social Responsibility</td> </tr> <tr> <td>Operational Committee</td> </tr> </tbody> </table>		Name of the Company	Name of the Committee	Greenpanel Industries Limited	Audit Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility	Operational Committee
Name of the Company	Name of the Committee								
Greenpanel Industries Limited	Audit Committee								
	Stakeholders' Relationship Committee								
	Corporate Social Responsibility								
	Operational Committee								
Number of shares held in the Company	5,06,000 equity shares [2.10%]								
No. of Board meetings attended during the financial year 2019-20	1 out of 7 Board Meetings								
Relationship with other Directors, Manager and KMPs of the Company	Father of Mr. Saurabh Mittal, Managing Director & CEO of the Company and Father-in-law of Ms. Parul Mittal, Whole-time Director of the Company.								
Details of remuneration sought to be paid, if any	Annual Commission of ₹18,00,000/- (exclusive of applicable taxes) with effect from the financial year 2019-20 subject to the condition that total commission to non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time.								
Remuneration last drawn, if any	Nil								

### Resolution at Item No. 5

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on July 28, 2020 recommended the appointment of Ms. Matangi Gowrishankar (DIN: 01518137) as an Independent Women Director, not liable to retire by rotation, for a term of five consecutive years with effect from the conclusion of 7<sup>th</sup> Annual General Meeting (AGM) valid till the conclusion of 12<sup>th</sup> AGM.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("Act, 2013") received in writing a notice from her, signifying her candidature as a Director and also received a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act, 2013 read with Rules framed thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"). The notice under Section 160 of the Act, 2013 is being placed on the website of the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair

or impact her ability to discharge her duties. In the opinion of the Board, she fulfils the condition specified in the Act, 2013, Rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director and she is independent of the management of the Company.

Further, the Board of Directors of the Company is of the opinion that Ms. Matangi Gowrishankar is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company, for a period of five (5) years from the conclusion of 7<sup>th</sup> AGM till the conclusion of 12<sup>th</sup> AGM. Ms. Matangi Gowrishankar will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors in their meeting held on June 13, 2019 and annual commission in line with the annual commission payable to other Independent Directors of the Company as approved by the members of the Company in 6<sup>th</sup> Annual General Meeting held on August 10, 2019.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and Qualifications) Rules, 2014, Ms. Matangi Gowrishankar has duly applied online to the Indian Institute of Corporate Affairs ("Institute"), for inclusion of her name in the data bank on January 24, 2020 and

has undertaken to appear for the online proficiency self-assessment test conducted by the said Institute within a period of one year from the date of inclusion of her name in the data bank.

Ms. Gowrishankar is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and has also given her consent to act as a Director in terms of Section 152 of the Act, 2013. The draft terms and conditions of her appointment as Independent Director would be available for inspection electronically as the same would be uploaded on the website of the Company at [www.greenlamindustries.com](http://www.greenlamindustries.com).

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolutions set forth in Item No. 5 for the approval of Members by way of an Ordinary Resolution in the best interest of the Company.

Brief Profile of Ms. Matangi Gowrishankar, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Ms. Matangi Gowrishankar
Father's Name	Shri Krishnaswami Gowri Shankar
Date of Birth	February 27, 1958
Age	62 Years
Date of first Appointment	Date of 7 <sup>th</sup> Annual General Meeting
Brief resume and expertise in specific functional areas	<p>Ms. Matangi Gowrishankar, is a graduate from Xavier School of Management formerly known as Xavier Labor Relations Institute (XLRI) in Personnel Management &amp; Industrial Relations. She has four decades of leadership experience working across diverse industries like Banking, Financial Services, Information Technology, Manufacturing, Sport &amp; Fitness and Oil &amp; Gas.</p> <p>She is skilled in and passionate about leadership &amp; organization development, talent management, HR consulting, employee engagement and organization effectiveness. She has had both business and HR experience with organizations like Standard Chartered Bank, Reebok India, GE, Zensar Technologies, Cummins and the British oil major BP plc. She has extensive overseas experience having lived and worked in the UK and Singapore with a wide geographical remit.</p> <p>She is a qualified coach and works with senior business leaders to support their business leadership efforts.</p>
Qualification	Graduate in Personnel Management & Industrial Relations
Terms and conditions of appointment	The draft terms and conditions of her appointment as Independent Director would be available for inspection electronically and the same would be uploaded on the website of the Company at <a href="http://www.greenlamindustries.com">www.greenlamindustries.com</a>
Directorship held in other companies	<ul style="list-style-type: none"> <li>• Arohan Financial Services Limited</li> <li>• Altum Credo Home Finance Private Limited</li> <li>• Intellect Advisory Services Private Limited</li> <li>• Premium Transmission Private Limited</li> <li>• Cyient Limited</li> <li>• Jain Sons Finlease Limited</li> <li>• Gabriel India Limited</li> </ul>
Chairman/member of the committee of the Board of Directors of the Company	Not Applicable

Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<b>Chairman:</b>	
	<b>Name of the Company</b>	<b>Name of the Committee</b>
	Arohan Financial Services Limited	Nomination and Remuneration Committee
	Cyient Limited	Nomination and Remuneration Committee
	Jainson Fin Lease Limited	<ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>
	<b>Member:</b>	
	<b>Name of the Company</b>	<b>Name of the Committee</b>
Arohan Financial Services Limited	Audit & Risk Committee	
Cabriel India Limited	Corporate Social Responsibility Committee	
Jainson Fin Lease Limited	Audit & Risk Committee	
Premium Transmission Private Limited	Nomination and Remuneration Committee	
Number of shares held in the Company	Nil	
No. of Board meetings attended during the financial year 2019-20	Not Applicable	
Relationship with other Directors, Manager and KMPs of the Company	None	
Details of remuneration sought to be paid, if any	Ms. Matangi Gowrishankar will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Independent Directors of the Company as approved by the Board of Directors in their meeting held on June 13, 2019 and annual commission in line with the annual commission payable to other Independent Directors of the Company as approved by the members of the Company in 6 <sup>th</sup> Annual General Meeting held on August 10, 2019.	
Remuneration last drawn, if any	Not Applicable	
Justification for choosing the appointee for appointment	In the opinion of the Board, Ms. Matangi Gowrishankar possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act, 2013 and the SEBI Listing Regulations and she is independent of the management of the Company.	

Place: New Delhi  
Date: July 28, 2020

By order of the Board  
For **Greenlam Industries Limited**

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal  
Membership No.: ACS 19037