

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**{Under Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015}**

1. Name of Listed Entity: **GREENLAM INDUSTRIES LIMITED**
2. Quarter ending: **DECEMBER 31, 2016**
3. NSE Symbol: **GREENLAM** & BSE Scrip Code: **538979**

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>								
Title (MR./MS.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/ Cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships <sup>#</sup> 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 No.: AEAPM0196F DIN: 00237242	CHAIRMAN - NON-EXECUTIVE	12/08/2013	N.A.	2	1	1
MR.	SAURABH MITTAL	Pan No.: AEAPM5901Q DIN: 00273917	EXECUTIVE	12/08/2013	N.A.	2	2	0
MS.	PARUL MITTAL	Pan No.: ABNPM8707E DIN: 00348783	EXECUTIVE	11/11/2014	N.A.	1	0	0
MR.	VIJAY KUMAR CHOPRA	Pan No.: AAAPC0599A DIN: 02103940	NON-EXECUTIVE - INDEPENDENT	30/10/2014	2 year and 2 months	5	9	2
MS.	URVASHI SAXENA	Pan No. AAVPS2424D DIN: 02021303	NON-EXECUTIVE - INDEPENDENT	30/10/2014	2 year and 2 months	3	3	0
MS.	SONALI BHAGWATI DALAL	Pan No.: AAFPD5551N DIN: 01105028	NON-EXECUTIVE - INDEPENDENT	30/10/2014	2 year and 2 months	2	1	0

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

<sup>&</sup>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.

<sup>#</sup>No. of Membership also includes Chairmanship.

<b>II. COMPOSITION OF COMMITTEES</b>		
Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>5</sup>
1. AUDIT COMMITTEE	Mr. Vijay Kumar Chopra	Chairman - Non Executive - Independent
	Ms. Urvashi Saxena	Non Executive - Independent
	Mr. Saurabh Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non-Executive – Independent
2. NOMINATION & REMUNERATION COMMITTEE	Mr. Vijay Kumar Chopra	Chairman - Non Executive - Independent
	Mr. Shiv Prakash Mittal	Non Executive
	Ms. Urvashi Saxena	Non-Executive – Independent
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Shiv Prakash Mittal	Chairman - Non Executive
	Mr. Saurabh Mittal	Executive





4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	Mr. Saurabh Mittal	Chairman - Executive
	Mr. Shiv Prakash Mittal	Non Executive
	Ms. Parul Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non Executive - Independent
5. OPERATIONAL AND FINANCE COMMITTEE	Mr. Shiv Prakash Mittal	Non Executive
	Mr. Saurabh Mittal	Executive
	Ms. Parul Mittal	Executive

§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	Maximum gap between any two consecutive (in number of days)
July 27, 2016	October 18, 2016	82 days (excluding the date of meetings)

### IV. MEETING OF COMMITTEES

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	October 18, 2016	Yes - 3 out of 4 members were present.	July 27, 2016	82 days (excluding the date of meetings)
Nomination Remuneration Committee	October 18, 2016	Yes - 2 out of 3 members were present.	No meeting was held in the previous quarter	N.A.
Stakeholders Relationship Committee	December 19, 2016	Yes - All the members were present.	No meeting was held in the previous quarter	N.A.
Operational and Finance Committee	October 25, 2016	Yes - All the members were present.	August 01, 2016	N.A.
	December 19, 2016			

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
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



d. Risk Management Committee (applicable to the top 100 listed entities) : Not Applicable

3. 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
4. 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
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. : Yes

Any comments/observations/advice of Board of Directors may be mentioned here: Nil

For GREENLAM INDUSTRIES LIMITED

**PRAKASH KUMAR BISWAL**  
COMPANY SECRETARY &  
COMPLIANCE OFFICER



Place: New Delhi

Date: January 13, 2017



**Details of Material Related Party Transactions for the Quarter Ended December 31, 2016**

Serial No.	Particulars	Name of the Related Party	Relation	Value of transaction	
				In Foreign Currency	In INR
1.	Guarantee Given to United Overseas Bank Limited*	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	SGD1,507,279	70932098 <sup>#</sup>
2.	Guarantee Given to Standard Chartered Bank*	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD16,000,000	1,09,15,60,000 <sup>#</sup>
3.	Stand By Letter of Credit Facility through Citi Bank, NA*	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 1,000,000	6,82,22,500 <sup>#</sup>
4.	Sale of Materials	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	N.A.	27,09,29,640

\*Transactions executed prior to the quarter under review but continuing as on December 31, 2016.

<sup>#</sup>Value of transaction converted from foreign currency to INR based on the quarter end conversion rate.

