

**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, 2022**
3. NSE Symbol: **GREENLAM** & BSE Scrip Code: **538979**

**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (MR./ MS.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	No. 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 No.: AEAPM0196F DIN: 00237242	CHAIRMAN - NON EXECUTIVE	12/08/2013	-	-	NA	07.04.1949	2	0	3	1
MR.	SAURABH MITTAL	Pan No.: AEAPM5901Q DIN: 00273917	EXECUTIVE	12/08/2013	-	-	NA	06.10.1975	1	0	2	0
MS.	PARUL MITTAL	Pan No.: ABNPM8707E DIN: 00348783 DIN: 02103940	EXECUTIVE	11/11/2014	-	-	NA	21.11.1977	1	0	0	0
MR.	SANDIP DAS	Pan No.: AAJPD3650J DIN: 00116303	NON EXECUTIVE - INDEPENDENT	13/06/2019	13/06/2019	-	42.64 months	11.01.1958	2	2	3	0
MS.	MATANGI GOWRISHANKAR	Pan No.: AAGPG8973J DIN: 01518137	NON EXECUTIVE - INDEPENDENT	28/08/2020	28/08/2020	-	28.11 months	27.02.1958	4	4	4	1
MR.	YOGESH KAPUR	Pan No.: AAAPK6067H DIN: 00070038	NON EXECUTIVE - INDEPENDENT	12/08/2021	12/08/2021	-	16.63 months	23.07.1957	2	2	7	4

Whether Regular chairperson appointed? **Yes, Mr. Shiv Prakash Mittal is appointed as the Non-Executive Chairman of the Company.**

Whether Chairperson is related to Managing Director or CEO? **Yes, Mr. Shiv Prakash Mittal is father of Mr. Saurabh Mittal, Managing Director & CEO of the Company.**



§ 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 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.

## II. COMPOSITION OF COMMITTEES

Name of the Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)§	Date of Appointment	Date of Cessation
1. AUDIT COMMITTEE	YES	Mr. Yogesh Kapur	Chairman -Non-Executive - Independent	28-08-2021	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Ms. Matangi Gowrishankar	Non-Executive – Independent	27-07-2022	-
		Mr. Sandip Das	Non-Executive – Independent	13-06-2019	-
2. NOMINATION & REMUNERATION COMMITTEE	YES	Mr. Sandip Das	Chairman - Non-Executive - Independent	13-06-2019	-
		Mr. Shiv Prakash Mittal	Non-Executive	11-11-2014	-
		Ms. Matangi Gowrishankar	Non-Executive – Independent	28-08-2021	-
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	Mr. Shiv Prakash Mittal	Chairman - Non-Executive	11-11-2014	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Mr. Yogesh Kapur	Non-Executive – Independent	28-08-2021	-
4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Ms. Matangi Gowrishankar	Chairman - Non Executive - Independent	28-08-2021	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Ms. Parul Mittal	Executive	11-11-2014	-
		Mr. Sandip Das	Non-Executive – Independent	28-08-2020	-
4. RISK MANAGEMENT COMMITTEE	YES	Mr. Saurabh Mittal	Chairman – Executive	02-11-2020	-
		Ms. Parul Mittal	Executive	02-11-2020	-
		Mr. Yogesh Kapur	Non-Executive – Independent	27-07-2022	-
		Mr. Sandip Das	Non-Executive – Independent	02-11-2020	-
		Mr. Ashok Kumar Sharma	Chief Financial Officer	02-11-2020	-
		Mr. BL Sharma	President - Head of Manufacturing	02-11-2020	-
		Mr. Devendra Gupta	Vice President – Purchase	02-11-2020	-
5. OPERATIONAL & FINANCE COMMITTEE	NO	Mr. Shiv Prakash Mittal	Non-Executive	11-11-2014	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Ms. Parul Mittal	Executive	11-11-2014	-

§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 (in number of days)	
July 26, 2022	November 12, 2022	YES	6	3	108 (excluding the date of meetings)	
*to be filled in only for the current quarter 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)*	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	November 12, 2022	Yes	4	3	July 26, 2022	108 days (excluding the date of meetings)
Nomination and Remuneration Committee	November 12, 2022	Yes	3	2	-	N.A.
Corporate Social Responsibility Committee	November 12, 2022	Yes	4	2	-	N.A.
Risk Management Committee	-	-	-	-	September 08, 2022	N.A.
Operational & Finance Committee	December 13, 2022	Yes	3	N.A.	July 20, 2022	101 days (excluding the date of meetings)
	December 22, 2022	Yes	3	N.A.	July 27, 2022	08 days (excluding the date of meetings)
	-	-	-	-	September 02, 2022	N.A.
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.						
**to be filled in only for the current quarter meetings						
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					N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee					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.

**VI. AFFIRMATIONS**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. : **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee : **Yes**
  - b. Nomination & Remuneration Committee : **Yes**
  - c. Stakeholders' Relationship Committee : **Yes**
  - d. Risk Management Committee (applicable to the top 1000 listed entities) : **Yes**
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 has 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 20, 2023

**Details of Material Related Party Transactions for the period ended December 31, 2022**

Serial No.	Particulars	Name of the Related Party	Relation	Value of transaction in INR
1.	Guarantee given to The Hongkong and Shanghai Banking Corporation Limited	Greenlam South Limited	Wholly Owned Subsidiary	700,000,000.00
2.	Guarantee given to HDFC Bank Limited	Greenlam South Limited	Wholly Owned Subsidiary	2,250,000,000.00
3.	Guarantee given to HDFC Bank Limited	Greenlam South Limited	Wholly Owned Subsidiary	900,000,000.00
4.	Guarantee given to State Bank of India	Greenlam South Limited	Wholly Owned Subsidiary	900,000,000.00
5.	Guarantee given to Landesbank Baden-Wurttemberg	Greenlam South Limited	Wholly Owned Subsidiary	2,050,633,265.10 <sup>\$</sup>
6.	Investment in Optionally Convertible Preference Shares	Greenlam South Limited	Wholly Owned Subsidiary	588,198,240
7.	Share Application Money for investment in Optionally Convertible Preference Shares	Greenlam South Limited	Wholly Owned Subsidiary	34,000,000.00
8.	Loan Given	Greenlam South Limited	Wholly Owned Subsidiary	30,00,000.00
9.	Interest on Loan	Greenlam South Limited	Wholly Owned Subsidiary	1,942.00
<b>TOTAL</b>				<b>7,425,833,447.10</b>

Note:

*Consolidated Turnover as on March 31, 2022: Rs. 170340.41 lakhs = Rs. 17,03,40,41,000/-*

*Threshold Limit for Material Related Party Transactions (10%): Rs. 17034.041 lakhs = Rs. 1,70,34,04,100 /-*

*\$ Value of transaction converted from foreign currency to INR based on the conversion rate as on the date of receipt.*

