

**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: **March 31, 2020**
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>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 <i>[in reference to Regulation 17A(1)]</i>	No. of Independent Directorship in listed entities including this listed entity <i>[in reference to proviso to regulation 17A(1)]</i>	No. of memberships <sup>#</sup> in Audit / Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>
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	EXECUTIVE	11/11/2014	-	-	NA	21.11.1977	1	0	0	0
MR.	VIJAY KUMAR CHOPRA	Pan No.: AAAPC0599A DIN: 02103940	NON EXECUTIVE - INDEPENDENT	30/10/2014	10/08/2019	-	5 years 5 months	06.03.1946	6 <sup>^</sup>	6 <sup>^</sup>	6	3 <sup>^</sup>
MS.	SONALI BHAGWATI DALAL	Pan No.: AAFPD5551N DIN: 01105028	NON EXECUTIVE - INDEPENDENT	30/10/2014	10/08/2019	-	5 years 5 months	15.10.1961	3	3	2	0
MR.	SANDIP DAS	Pan No.: AAJPD3650J DIN: 00116303	NON EXECUTIVE - INDEPENDENT	13/06/2019	-	-	9 months 18 days	11.01.1958	2	2	3	0
Whether Regular chairperson appointed? <b>Yes</b> , Mr. Shiv Prakash Mittal is appointed as the Non-Executive Chairman of the Company.												
Whether Chairperson is related to Managing Director or CEO? <b>Yes</b> , Mr. Shiv Prakash Mittal is father of Mr. Saurabh Mittal, Managing Director & CEO of the Company.												

For Greenlam Industries Limited

  
Prakash Kumar Biswal  
Company Secretary &  
Vice President-Legal

§ 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.


# includes Chairmanship.

^Listed entities also include Companies having debt securities listed on recognized stock exchange.

<b>I. COMPOSITION OF COMMITTEES</b>					
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. Vijay Kumar Chopra	Chairman - Non-Executive - Independent	11-11-2014	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Ms. Sonali Bhagwati Dalal	Non-Executive - Independent	11-11-2014	-
		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	-
		Mr. Vijay Kumar Chopra	Non-Executive - Independent	11-11-2014	-
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	Mr. Shiv Prakash Mittal	Chairman - Non-Executive	11-11-2014	-
		Mr. Saurabh Mittal	Executive	11-11-2014	-
		Ms. Sonali Bhagwati Dalal	Non-Executive - Independent	23-07-2018	-
4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Mr. Saurabh Mittal	Chairman - Executive	11-11-2014	-
		Mr. Shiv Prakash Mittal	Non-Executive	11-11-2014	-
		Ms. Parul Mittal	Executive	11-11-2014	-
		Ms. Sonali Bhagwati Dalal	Non-Executive - Independent	11-11-2014	-
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.

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<b>II. MEETING OF BOARD OF DIRECTORS</b>						
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)	
November 07, 2019	January 29, 2020	YES	5	3	82 days (excluding the date of meeting)	
	March 04, 2020	YES	5	3	34 days (excluding the date of meeting)	
<i>*to be filled in only for the current quarter meetings</i>						
<b>III. MEETING OF COMMITTEES</b>						
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*
<b>Audit Committee</b>	January 29, 2020	Yes	4	3	November 07, 2019	82 days (excluding the date of meetings)
	March 04, 2020	Yes	4	3		34 days (excluding the date of meetings)
<b>Stakeholders' Relationship Committee</b>	March 04, 2020	Yes	2	1	-	N.A.
<b>Operational &amp; Finance Committee</b>	January 14, 2020	Yes	3	NA	December 16, 2019	N.A.
	February 14, 2020					
	March 20, 2020					
<i>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</i>						
<i>**to be filled in only for the current quarter meetings</i>						
<b>IV. RELATED PARTY TRANSACTIONS</b>						
<b>Subject</b>					<b>Compliance status (Yes/No/NA)</b> <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					N.A.	

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**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.

**V. 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 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 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: May 15, 2020

<b>I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)<sup>Refer Note Below</sup></b>
<b>As per regulation 46(2) of the LODR:</b>	
a) Details of Business	<b>Yes</b>
b) Terms and Conditions of Appointment of Independent Directors	<b>Yes</b>
c) Composition of various Committees of Board of Directors	<b>Yes</b>
d) Code of Conduct of Board of Directors and Senior Management Personnel	<b>Yes</b>
e) Details of establishment of Vigil Mechanism/ Whistle Blower Policy	<b>Yes</b>
f) Criteria of making payments to Non - Executive Directors	<b>Yes</b>
g) Policy on dealing with Related Party Transactions	<b>Yes</b>
h) Policy for Determining 'Material' Subsidiaries	<b>Yes</b>
i) Details of Familiarization Programmes imparted to Independent Directors	<b>Yes</b>
j) Email Address for Grievance Redressal and other relevant details	<b>Yes</b>
k) Contact Information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	<b>Yes</b>
l) Financial Results	<b>Yes</b>
m) Shareholding Pattern	<b>Yes</b>
n) Details of Agreements entered into with the media companies and/or their associates	<b>NA</b>
o) 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	<b>Yes</b>
p) New Name and the Old Name of the Listed Entity	<b>NA</b>
q) Advertisements as per regulation 47 (1)	<b>Yes</b>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	<b>Yes</b>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	<b>Yes</b>
<b>As per other regulations of the LODR:</b>	
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	<b>Yes</b>
b) Materiality Policy as per Regulation 30	<b>Yes</b>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	<b>Yes</b>
<i>It is certified that these contents on the website of the listed entity are correct</i>	

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<b>II. ANNUAL AFFIRMATIONS</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b> <i>Refer Note Below</i>
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	<b>Yes</b>
Board Composition	17(1), 17(1A) & 17(1B)	<b>Yes</b>
Meeting of Board of Directors	17(2)	<b>Yes</b>
Quorum of Board Meeting	17(2A)	<b>Yes</b>
Review of Compliance Reports	17(3)	<b>Yes</b>
Plans for Orderly Succession for Appointments	17(4)	<b>Yes</b>
Code of Conduct	17(5)	<b>Yes</b>
Fees/ Compensation	17(6)	<b>Yes</b>
Minimum Information	17(7)	<b>Yes</b>
Compliance Certificate	17(8)	<b>Yes</b>
Risk Assessment & Management	17(9)	<b>Yes</b>
Performance Evaluation of Independent Directors	17(10)	<b>Yes</b>
Recommendation of board	17(11)	<b>Yes</b>
Maximum number of directorship	17A	<b>Yes</b>
Composition of Audit Committee	18(1)	<b>Yes</b>
Meeting of Audit Committee	18(2)	<b>Yes</b>
Composition of Nomination & Remuneration Committee	19(1) & (2)	<b>Yes</b>
Quorum of Nomination and Remuneration Committee meeting	19(2A)	<b>Yes</b>
Meeting of Nomination & Remuneration Committee	19(3A)	<b>Yes</b>
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	<b>Yes</b>
Meeting of Stakeholder Relationship Committee	20(3A)	<b>Yes</b>
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	<b>NA</b>
Meeting of Risk Management Committee	21 (3A)	<b>NA</b>
Vigil Mechanism	22	<b>Yes</b>
Policy for Related Party Transaction	23(1), (1A), (5),(6),(7) & (8)	<b>Yes</b>
Prior or Omnibus Approval of Audit Committee for all Related Party Transactions	23(2), (3)	<b>Yes</b>
Approval for Material Related Party Transaction	23(4)	<b>NA</b>
Disclosure of related party transactions on consolidated basis	23(9)	<b>Yes</b>

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Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
Directors & Officers' Liability Insurance	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/NA. 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.

**III. AFFIRMATIONS:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance Requirements with respect to Subsidiary of Listed Entity has been Complied. : – Yes

**For GREENLAM INDUSTRIES LIMITED**



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

Place: New Delhi

Date: May 15, 2020

**Details of Material Related Party Transactions for the financial year ended March 31, 2020**

Serial No.	Particulars	Name of the Related Party	Relation	Value of transaction in Foreign Currency	Value of transaction in INR
1.	Guarantee Given to Standard Chartered Bank*	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 5,000,000	INR 37,79,50,000 <sup>#</sup>
2.	Sale of Materials	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 18,613,081	INR 1,35,66,54,031
3.	Guarantee Commission	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 67,043	INR 48,04,990
4.	Dividend Received <sup>§</sup>	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 1100,000	INR 7,87,95,475

\*Transactions executed prior to the period under reporting but continuing as on March 31, 2020.

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

<sup>§</sup> Value of transaction converted from foreign currency to INR based on the conversion rate as on the date of receipt.

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