

Quarterly Corporate Governance Report
{Under Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015}

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

I. COMPOSITION OF BOARD OF DIRECTORS								
Title (MR./ Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	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 [#] 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	CHAIRMAN – NON EXECUTIVE	12/08/2013	N.A.	2	1	1
		DIN: 00237242						
Mr.	SAURABH MITTAL	Pan No.: AEAPM5901Q	EXECUTIVE	12/08/2013	N.A.	2	2	0
		DIN: 00273917						
Ms.	PARUL MITTAL	Pan No.: ABNPM8707E	EXECUTIVE	11/11/2014	N.A.	1	0	0
		DIN: 00348783						
Mr.	VIJAY KUMAR CHOPRA	Pan No.: AAAPC0599A	NON EXECUTIVE – INDEPENDENT	30/10/2014	1 year and 5 months	5	9	1
		DIN: 02103940						
Ms.	URVASHI SAXENA	Pan No. AAVPS2424D	NON EXECUTIVE – INDEPENDENT	30/10/2014	1 year and 5 months	3	3	1
		DIN: 02021303						
Ms.	SONALI BHAGWATI DALAL	Pan No.: AAFPD5551N	NON EXECUTIVE – INDEPENDENT	30/10/2014	1 year and 5 months	2	1	0
		DIN: 01105028						

[§] 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.

II. COMPOSITION OF COMMITTEES		
Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. AUDIT COMMITTEE	Ms. Urvashi Saxena	Chairperson - Non Executive - Independent
	Mr. Vijay Kumar Chopra	Non Executive – Independent
	Mr. Saurabh Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non Executive - Independent

2. NOMINATION & REMUNERATION COMMITTEE	Mr. Vijay Kumar Chopra	Chairperson - Non Executive- Independent
	Mr. Shiv Prakash Mittal	Non Executive
	Ms. Urvashi Saxena	Non Executive- Independent
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Shiv Prakash Mittal	Chairperson - Non Executive
	Mr. Saurabh Mittal	Executive
4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	Mr. Saurabh Mittal	Chairperson – Executive
	Mr. Shiv Prakash Mittal	Non Executive
	Ms. Parul Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non Executive – Independent
5. OPERATIONAL & 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)
04.11.2015	22.01.2016	78 days (excluding the date of meeting)
	15.03.2016	52 days (excluding the date of meeting)

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	22.01.2016	Yes – All the members were present.	04.11.2015	78 days (excluding the date of meeting)
	15.03.2016	Yes – All the members were present.		
Nomination Remuneration Committee	22.01.2016	Yes – All the members were present.	Meeting not held	N.A.
Stakeholder Relationship Committee	31.03.2016	Yes – All the members were present.	Meeting not held	N.A.
Corporate Social Responsibility Committee	15.02.2016	Yes – 3 out of 4 members were present.	Meeting not held	N.A.
Operational & Finance Committee	25.01.2016	Yes – All three members were present.	06.11.2015 & 21.12.2015	N.A.
	03.03.2016	Yes – 2 out of 3 members were present.		
	29.03.2016	Yes – All three members were present.		

*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) refer note below
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
 - 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: 12.04.2016

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	
Contact Information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	
Email Address for Grievance Redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of Agreements entered into with the media companies and/or their associates	NA	
New Name and the Old Name of the Listed Entity	NA	
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
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
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	NA

Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(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 Transaction	23(4)	Yes
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	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: 12.04.2016

Details of Material Related Party Transactions for the Year Ended 31st March, 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	69,314,473
2.	Guarantee Given to Standard Chartered Bank	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD16,000,000	1,049,300,800
3.	Stand By Letter of Credit Facility through Citi Bank, NA	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 1,000,000	65,581,300
4.	Further Subscription to 1,000,000 Equity shares.	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 1,000,000	66,742,500
5.	Sale of Materials	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	N.A.	1,427,675,515