



GREENLAM INDUSTRIES LIMITED

Registered & Corporate Office: 203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi - 110037, India
Phone: +91-11-42791399, CIN: L21016DL2013PLC386045
Email: investor.relations@greenlam.com | website: www.greenlamindustries.com

Notice

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting ("**AGM**") of the Members of Greenlam Industries Limited ("**Company**") for the financial year ended March 31, 2025 will be held on Thursday, July 31, 2025, at 03:30 P.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 rules framed thereunder, Secretarial Standard on General Meetings (SS-2) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 and other applicable Circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "**Circulars**") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) 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, 2025, 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 declare a final dividend on equity shares of the Company for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Shiv Prakash Mittal (DIN: 00237242), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

4. **Re-appointment of Ms. Matangi Gowrishankar (DIN 01518137) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Articles of Association of the Company and based upon the recommendations of Nomination, Remuneration and Compensation Committee ("NRC") and the Board of Directors, Ms. Matangi Gowrishankar (DIN: 01518137), who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from the conclusion of the 7th Annual General Meeting (AGM) held on August 28, 2020, till the conclusion of the 12th AGM and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby reappointed as an Independent Director of the Company to hold office for a second term

of 5 (Five) consecutive years commencing from the conclusion of 12th AGM of the Company at such remuneration as may be recommended by NRC and approved by the Board/Members from time to time and she shall not be liable to retire by rotation.

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 & Senior Vice President - Legal be and are hereby severally authorised 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.”

5. Appointment of Secretarial Auditors and fixation of their remuneration.

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 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, in accordance with the approval of the Board of Directors and subject to receipt of such other approvals, consents and permissions as may be required, M/s. Ranjeet Pandey & Associates, a peer

reviewed firm of Company Secretaries in practice, (ICSI Firm Registration No: S2004DE073800), having office at A-160, LGF, Defence Colony, New Delhi-110024 be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26, to conduct the Secretarial Audit including issuance of certificates regarding Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI Listing Regulations 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Certificate regarding Non-Disqualification of Directors pursuant to Regulation 34(3) read with para C point 10(i) of Schedule V of SEBI Listing Regulations 2015, Certificate under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Certification on Corporate Governance Report of the Company, at a remuneration of ₹5,25,000/- (Rupees Five Lakh and Twenty Five Thousand Only) per annum, but excluding out of pocket expenses and applicable taxes and the Board of Directors of the Company be and is hereby authorised to revise the remuneration of the Secretarial Auditors for the subsequent years of his term, in consultation with the Secretarial Auditors, as and when required.

RESOLVED FURTHER THAT Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Senior Vice President-Legal of the Company, be and are hereby severally authorised to do all such acts, deeds matters and things as may be considered necessary to give effect to the above said resolution and to file all necessary documents and forms with the concerned authority and/or department, if required.”

Place: New Delhi
Date: May 30, 2025

Registered Office:

203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi – 110037,
India

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

Prakash Kumar Biswal

*Company Secretary &
Senior Vice President – Legal
Membership No.: ACS 19037*

NOTES:

1. Ministry of Corporate Affairs ("**MCA**") has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 and other applicable Circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") (hereinafter collectively referred to as "Circulars") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) and other applicable circulars permitted holding of the Annual General Meeting ("**Meeting/AGM**") through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**"), without the physical presence of the Members, Directors, Auditors, Debenture Trustee 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 Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses set out in Item No. 4 and 5 are annexed hereto.
 3. 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 Mr. Shiv Prakash Mittal (DIN :00237242) and Ms. Matangi Gowrishankar (DIN: 01518137) is annexed hereto.
 4. 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 MUFG Intime India Private Limited (formerly known as Link Intime (India) Private Limited) ("**MUFG**") 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 MUFG.
 5. VC/OAVM facility provided by the Company, has a capacity to allow 2000 members to participate at the Meeting on a first-come-first serve 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, Remuneration & Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-serve principle.
 6. The Company is providing a 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. 32A.
 7. 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.
 8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2024-25 and Notice of the 12th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode (unless specifically requested for hard copies by the shareholders) to all the Members whose email IDs are registered with the Company's Registrar and 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, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-Voting service provider.
- Additionally, in accordance with Regulation 36(1) (b) of the SEBI Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
9. Pursuant to the provisions of the Act, 2013, 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 12th 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 Circulars,

the facility for appointment of proxies by the Members will not be available for the 12th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

10. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/ PDF format), not later than 48 hours before the AGM, 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 e-mail through its registered e-mail address to dkvincs@yahoo.com.
11. The transcript of the Meeting shall be uploaded on the website of the Company www.greenlamindustries.com 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 the minutes of the proceedings of this AGM.
12. The final dividend for the Financial Year ended March 31, 2025, as recommended by the Board, if declared will be credited/dispatched within seven working days from the date of its declaration to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on June 20, 2025 ("Record Date"). In respect of shares held in electronic form, the final dividend will be paid to Members whose names are furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as beneficial owner as on that date.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular No. 20/2020 dated May 05, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service.

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 and Share Transfer Agent of the Company (R&T Agent) in case the shares are held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.

14. 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, at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
15. Members are requested to contact the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited (formerly known as Link Intime (India) Private Limited) (MUFG), Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410593 and +91-11-49411000; Fax No.: +91-11-41410591; Email: instameet@in.mpms.muvg.com, rnt.helpdesk@in.mpms.muvg.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Senior Vice President – Legal at the Corporate Office of the Company (Phone No.: +91-11-42791399; Email: investor_relations@greenlam.com).
16. If you have any dispute against the Company and / or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, you can file an arbitration application with Stock Exchange.
17. SEBI vide circular no. SEBI/HO/OIAE/ OIAE_ IAD- 1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.sebi.gov.in> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

18. Members are requested to note that, in terms of Sections 124 and 125 of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("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 to IEPF. Therefore, Members, who have not yet encashed their dividend for the financial year ended March 31, 2018, March 31, 2019, March 31, 2020, March 31, 2021, March 31, 2022, March 31, 2023 and March 31, 2024 are requested to make their claim to the Company's RTA i.e. MUFG immediately.

Members may further note that with respect to unclaimed/unpaid dividend for the financial year ended March 31, 2018, claims shall be filed on or before October 04, 2025, otherwise unpaid/unclaimed dividend of financial year ended March 31, 2018 along with equity shares in respect of which dividend have not been claimed/paid shall be transferred by the Company to IEPF and no claim shall lie against the Company in respect of dividend and shares so transferred. However, the concerned members may claim the same by making an application to the IEPF Authority.

19. As per Rule 5 of 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, 2013 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 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.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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. MUFG in case shares are held in physical form.
21. 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. MUFG. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to MUFG in case the shares are held in physical form.
22. 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. MUFG for consolidation into a single folio.
23. SEBI has mandated that, no share can be transferred, transmitted and transposed in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer, transmission and transposition of shares in physical form. 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. MUFG for assistance in this regard.
24. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the 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. MUFG.
25. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail 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. MUFG in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
26. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
27. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
28. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies 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 12th AGM along with requisite documents and the Annual Report for the financial year 2024-25 shall also be available on the Company's website www.greenlamindustries.com. Members seeking to inspect such documents can send an email to investor.relations@greenlam.com

29. The remote e-voting facility will be available during the following voting period:
- i. Commencement of remote e-voting: From 09:00 a.m. IST, Monday, July 28, 2025.
 - ii. End of remote e-voting: Up to 5:00 p.m. IST, Wednesday, July 30, 2025.

30. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 24, 2025 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by MUFG for voting thereafter and the facility will be blocked forthwith.

31. **Remote e-voting instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<div><div>1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password.</div><div>After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. MUFG In Time and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</div><div>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</div><div>After successful registration, user will be provided with Login ID and password and after successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</div><div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://evoting.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name i.e. MUFG InTime and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</div></div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website https://web.cdslindia.com/myeasitoken/Home or www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. MUFG InTime for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. MUFG Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode	<p>Shareholders who have not registered for INSTAVOTE facility:</p> <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders holding shares in physical form shall provide Event No. (250252) + Folio Number registered with the Company. Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Non-Individual Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. 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.

Type of shareholders	Login Method
	<div>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</div> <div>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.<div>» Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above;</div><div>» Shareholders holding shares in NSDL, shall provide 'D' above;</div><div>» 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);</div><div>» Click "confirm" (Your password is now generated).</div></div> <div>3. Click on 'Login' under 'SHARE HOLDER' tab.</div> <div>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</div> <div>Shareholders who have registered for INSTAVOTE facility: Click on "Login" under 'SHARE HOLDER' tab.<div>1. User ID: Enter your User ID</div><div>2. Password: Enter your Password</div><div>3. Enter Image Verification (CAPTCHA) Code</div><div>4. Click "Submit"</div></div> <div>CAST YOUR VOTE ELECTRONICALLY:<div>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</div><div>2. e-Voting page will appear.</div><div>3. 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).</div><div>4. 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.</div></div>

**Guidelines for Institutional shareholders
("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual
Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the

Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:

- A. 'Investor ID' –
- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' – Enter Investor's Name as updated with DP.
- C. 'Investor PAN' – Enter your 10-digit PAN.
- D. 'Power of Attorney' – Attach Board resolution or Power of Attorney.
- *File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on "Votes Entry" tab under the Menu section.
- Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter "16-digit Demat Account No." for which you want to cast vote.
- 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).
- 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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 this 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".

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

1. Click on “Login” under ‘SHARE HOLDER’ tab.
2. Click “forgot password?”
3. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
4. Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password

or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

1. Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
2. Click “forgot password?”
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
4. Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- A. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- B. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- C. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

32. 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. / Folio Number and OTP (received on the registered mobile number/ registered e-mail 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.

Note: 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.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufg.com or contact on: - Tel: 022- 49186000 / 49186175.

32A. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com>
 - 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 Folio Number
 - I. Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - II. Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - III. 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 e-mail 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).

32B. 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 panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist 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.
33. 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.
34. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
35. 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 needs to refer to 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.
36. 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.
37. 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.
38. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
39. The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, (Membership No. 13020 and CP No. 3090), Proprietor of M/s. DKS & Co., of 173, M.G. Road, 1st Floor, Kolkata – 700007 as the Scrutinizer to scrutinize remote e-voting and the e-voting process for the Annual General Meeting in a fair and transparent manner.
40. 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.
41. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within two working days or three day, whichever is earlier, 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 two working days or three days, whichever is earlier, of conclusion of the AGM.
42. The Notice of the AGM shall be placed on the website of the Company www.greenlamindustries.com and MUFG 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, on the website of the NSDL at www.evoting.nsdl.com and on the website of MUFG 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.

Place: New Delhi
Date: May 30, 2025

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

Registered Office:

203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi – 110037,
India

Prakash Kumar Biswal

Company Secretary &
Senior Vice President – Legal
Membership No.: ACS 19037

Details of Directors Seeking appointment/re-appointment at the 12th Annual General Meeting

Brief Profile of Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman 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	Mr. Shiv Prakash Mittal
Father's Name	Late Shri Sanwarmal Palriwal
Date of Birth	April 07, 1949
Age	76 Years
Date of first Appointment	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 has over forty years of vast experience in the fields of production and marketing of plywood, laminates and allied products.
Qualification	B.Sc.
Terms and conditions of continuation of Directorship	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. He is paid an annual commission, as approved by the members of the Company, of ₹18,00,000/- (exclusive of applicable taxes) with effect from the financial year 2019-20, subject to the condition that total commission to all the non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time and he is also paid sitting fees as approved by the Board of Director from time to time.
Directorship held in other companies including listed companies	• Greenpanel Industries Limited
	• Prime Holdings Private Limited
	• Bluesky Projects Private Limited
	• Niranjani Infrastructure Private Limited
Names of listed entities from which he has resigned in the past three years	Nil
Chairman/member of the committee of the Board of Directors of the Company	Mr. Shiv Prakash Mittal is holding following Committee Positions in the Company: Member: a) Operational & Finance Committee
Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director	Mr. Shiv Prakash Mittal is holding following Committee Positions in Greenpanel Industries Limited: Chairman: a) Risk Management Committee b) Operational Committee Member: a) Audit Committee b) Stakeholders' Relationship Committee c) Corporate Social Responsibility Committee
Number of shares held in the Company	50,60,000 equity shares (1.98%)
No. of Board Meetings attended during the financial year 2024-25	4 out of 5 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	The remuneration to be paid to Mr. Shiv Prakash Mittal, Non-Executive Chairman of the Company shall remain same as approved by the members of the Company in 7 th Annual General Meeting held on August 28, 2020 till further revision of the same.
Remuneration last drawn, if any	During the financial year 2024-25, he was paid Annual Commission of ₹18 Lakhs and sitting fees of ₹3.50 Lakhs

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

Resolution at Item No. 4:

Members of the Company had approved appointment of Ms. Matangi Gowrishankar as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from the conclusion of 7th Annual General Meeting (AGM) held on August 28, 2020 till the conclusion of 12th AGM of the Company. Her tenure as an Independent Director of the Company is valid till the conclusion of 12th AGM of the Company.

In accordance with the provisions of Section 149 of the Act and Regulation 17(1)(a) of SEBI Listing Regulations, it is mandatory for the Company to have at least one independent woman director on its Board. Presently, Ms. Matangi Gowrishankar is the only independent woman director on the Board of the Company.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Ms. Matangi Gowrishankar fulfills the requirements to act as an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations and she is eligible for re-appointment for a second term on the Board of the Company.

The Nomination, Remuneration and Compensation Committee (NRC) of the Board of Directors at its meeting held on May 29, 2025, on the basis of performance evaluation of Ms. Matangi Gowrishankar and considering her professional background, expertise, experience and her contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company and with a view to continue maintaining the optimum combination of executive and non- executive directors on the Board and to comply with the statutory requirement of having one Independent woman Director on Board, has recommended her re-appointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from the conclusion of 12th AGM of the Company, to the Board of Directors subject to approval of the Members of the Company.

The Board of Directors, on the basis of recommendation of the NRC, at its meeting held earlier on May 30, 2025 has approved her re-appointment, not liable to retire by rotation, for a second term of 5 (five) consecutive

years commencing from the conclusion of 12th AGM of the Company, and recommended the same to the Members of the Company for their approval.

In the opinion of NRC and the Board of Directors, Ms. Matangi Gowrishankar possesses core competencies, leadership skills, knowledge and experience and that her continued association as an Independent Director of the Company would immensely benefit the Company. Ms. Matangi Gowrishankar fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for her re-appointment as an independent director of the Company and she is independent of the Management of the Company.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the re-appointment of Ms. Matangi Gowrishankar for the office of independent director under the provisions of Section 149 of the Act for the second term. The Company has received all statutory disclosures / declarations from Ms. Matangi Gowrishankar, including

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and also not been debarred from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any such other Statutory Authority, and
- iii) A declaration to the effect that she meets the criteria of independence as provided in subsection (6) of Section 149 of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations.

A copy of the draft letter for the reappointment of Ms. Matangi Gowrishankar as an Independent Director setting out the terms and conditions is available for inspection electronically as the same would be uploaded on the website of the Company at www.greenlamindustries.com. The aforesaid documents shall also be made available for inspection at Registered Office on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. till the last date of Remote e-voting i.e. July 30, 2025.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Ms. Matangi Gowrishankar or her relatives, to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 4 of the Notice.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Name of the Director	Ms. Matangi Gowrishankar
Father's Name	Late Krishnaswami Gowri Shankar
Date of Birth	February 27, 1958
Age	67 Years
Date of first Appointment	August 28, 2020
Brief resume and expertise in specific functional areas	<p>Matangi Gowrishankar is a graduate from XLRI in Personnel Management & Industrial Relations. She has four decades of leadership experience working across diverse industries like Banking, Financial Services, Information Technology, Manufacturing, Sport and Fitness and Oil and Gas industry.</p> <p>She is skilled in and passionate about Leadership & Organization Development, Talent Management, HR Consulting, Employee Engagement and Organization Effectiveness. She has 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	Bachelor's degree in Sociology, University of Madras & Post Graduation in Industrial Relations & Welfare, Xavier Labour Relation Institute, Jamshedpur
Directorship held in other companies including listed companies	<ul style="list-style-type: none"> • Intellectap Advisory Services Private Limited • Premium Transmission Limited • Cyient Limited • Premium Motion Private Limited • Akums Drugs and Pharmaceuticals Limited • Gujarat Pipavav Port Limited • IDFC First Bank Limited • Cohance Lifesciences Limited (formerly known as Suven Pharmaceuticals Limited) • Anudip Foundation for Social Welfare • Cyient Europe Limited
Names of listed entities from which she has resigned in the past three years	<ul style="list-style-type: none"> • Gabriel India Limited (cessation due to completion of term)
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairperson:</p> <p>a) Corporate Social Responsibility Committee</p> <p>Member:</p> <p>a) Audit Committee</p> <p>b) Nomination, Remuneration & Compensation Committee</p>

Chairman/member of the committee of the Board of Directors of other listed companies in which she is a director	<ul style="list-style-type: none">• Cyient Limited:<ul style="list-style-type: none">» Nomination & Remuneration Committee- Chairperson• Akums Drugs and Pharmaceuticals Ltd:<ul style="list-style-type: none">» Nomination & Remuneration Committee- Chairperson» Audit Committee-Member» Risk Management Committee-Member» Corporate Social Responsibility Committee-Member• Gujarat Pipavav Port Limited:<ul style="list-style-type: none">» Nomination & Remuneration Committee- Chairperson» Corporate Social Responsibility Committee-Chairperson» Audit Committee-Member» Stakeholders Relationship Committee-Member• Cohance Lifesciences Limited (formerly known as Suven Pharmaceuticals Limited):<ul style="list-style-type: none">» Nomination & Remuneration Committee- Chairperson» Corporate Social Responsibility Committee-Member• IDFC First Bank Limited:<ul style="list-style-type: none">» Nomination and Remuneration Committee-Member» Stakeholders Relationship Committee -Chairperson» Risk Management Committee- Member» Corporate Social Responsibility Committee-Member» Wilful Defaulters Review Committee-Member
Number of shares held in the Company including shareholding as a beneficial owner	Nil
No. of Board Meetings attended during the previous financial year	5 out of 5 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	None
Terms and conditions of re-appointment	The draft terms and conditions of her appointment as an Independent Director would be available for inspection electronically and the same would be uploaded on the website of the Company at www.greenlamindustries.com .
Details of remuneration sought to be paid, if any	Ms. Matangi Gowrishankar would be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Non-Executive Directors of the Company as approved by the Board of Directors from time to time and annual commission of ₹18,00,000/- (exclusive of applicable taxes) in line with the annual commission payable to other Non Executive Directors of the Company as approved by the members of the Company in 6 th Annual General Meeting held on August 10, 2019, till further revision of the same.
Remuneration last drawn, if any	She was paid the sitting fees of ₹10.40 Lakhs for attending the Board and Committee Meetings and Annual Commission of ₹18 Lakhs during the year 2024-25.

Justification for choosing the appointee for appointment and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The NRC and the Board noted that in accordance with the provisions of Section 149 of the Act and Regulation 17(1)(a) of SEBI Listing Regulations, it is mandatory for the Company to have at least one independent woman director on its Board. Presently, Ms. Matangi Gowrishankar is the only independent woman director on the Board of the Company.</p> <p>In the opinion of the NRC and the Board, Ms. Matangi Gowrishankar possesses core competencies, leadership skills, knowledge and experience and that her continued association as an Independent Director of the Company would immensely benefit the Company, and hence, it is desirable to reappoint her as an Independent Director of the Company for second term of five years commencing from the conclusion of 12th AGM of the Company. Considering her professional background, expertise, experience and her contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company and with a view to continue maintaining the optimum combination of executive and non- executive directors on the Board and to comply with the statutory requirement of having one Independent woman Director on Board, the NRC and the Board, have recommended her reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from the conclusion of 12th AGM of the Company, to the Members of the Company for their approval.</p> <p>Ms. Matangi Gowrishankar fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for her reappointment as an independent director of the Company and she is independent of the Management of the Company.</p>
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Resolution at Item No. 5:

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations, SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on May 30, 2025 have approved and recommended the appointment of M/s. Ranjeet Pandey & Associates, Company Secretaries (ICSI Firm Registration No: S2004DE073800), Peer Reviewed Firm of Company Secretaries, as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years commencing from the financial year 2025-26, for the approval of members of the Company.

Profile: M/s Ranjeet Pandey & Associates (RPA) is a reputed firm of Company Secretaries, specializing in comprehensive secretarial and corporate advisory services. RPA bring extensive expertise in Corporate Laws, Secretarial Audits, India Entry, Insolvency and Bankruptcy Code, Restructuring, and Labour Law compliance. RPA clients include startups, listed and unlisted companies, institutional investors, and multinational corporations. With over two decades of experience, RPA deliver precise, reliable, and regulatory-compliant solutions. RPA's pan-India

network of professionals ensures efficient, responsive service across jurisdictions. RPA is committed to upholding the highest professional standards and creating lasting value for stakeholders.

Terms and conditions of appointment & remuneration:

a) Term of appointment:
5(Five) consecutive years commencing from the financial year 2025-26.

b) Remuneration:
The proposed remuneration (excluding out of pocket expenses and applicable taxes) to be paid to the Secretarial Auditors is as follows:

S. No.	Type of Report	Proposed Fee per annum
1	Secretarial Audit Report	₹3,50,000/-
2	Annual secretarial compliance report	₹50,000/-
3	Certificate on Corporate Governance Report	₹75,000/-
4	Certificate on non-disqualification of directors	₹25,000/-
5	Compliance Certificate for ESOP	₹25,000/-

The Board of Directors is authorised to revise the remuneration for subsequent years in consultation with the Secretarial Auditors, as and when required.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The remuneration shall covers the Secretarial Audit Fees to conduct the Secretarial Audit including issuance of certificates regarding Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI Listing Regulations 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Certificate regarding Non-Disqualification of Directors pursuant to Regulation 34(3) read with para C point 10(i) of Schedule V of SEBI Listing Regulations 2015, Certificate under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Certification on Corporate Governance Report of the Company.

c) Basis of recommendations:

The recommendation is based on the fulfillment of eligibility criteria and qualifications prescribed

under the Companies Act, 2013, applicable Rules, and SEBI Listing Regulations, considering the professional competency, secretarial audit experience, independence, past quality of audit work, and overall assessment of the practicing company secretary.

M/s. Ranjeet Pandey & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

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.

Place: New Delhi
Date: May 30, 2025

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

Registered Office:

203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi – 110037,
India

Prakash Kumar Biswal

*Company Secretary &
Senior Vice President – Legal
Membership No.: ACS 19037*

