



GREENLAM INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam-786125, India
Corporate Office: 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport Hospitality District, New Delhi-110037, India
Phone: +91-11-42791399, Fax: +91-11-42791330, CIN: L21016AS2013PLC011624
Email: investor.relations@greenlam.com; website: www.greenlamindustries.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act, 2013**") read with the rules framed thereunder ("**Rules**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 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) that the Resolution appended below is proposed to be passed for shifting of registered office of the Company from the State of Assam to the National Capital Territory ("**NCT**") of Delhi as Special Resolution by the Members of Greenlam Industries Limited ("**Company**") through Postal Ballot through voting by electronic means ("**Remote e-voting**").

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes for registration of the same. The communication of the assent or dissent of the Members would only take place through the Remote e-voting system.

A statement pursuant to Section 102 and other applicable provisions of the Act, 2013 pertaining to the appended resolution setting out the material facts and reasons thereof along with instructions for Remote e-voting, are annexed to this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on February 02, 2021, has appointed Ms. Nitu Poddar (Membership No. 37398 and C.P No. 15113), failing her Mr. Bunny Sehgal (Membership No. 39598 and C.P No. 15161), of Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

The Remote e-voting period will commence from 10.00 a.m. (IST) on Thursday, February 11, 2021 and will end at 5.00 p.m. (IST) on Friday, March 12, 2021. The Scrutinizer will submit his report to the Chairman

of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. of Sunday, March 14, 2021. The result of the postal ballot along with the Scrutinizer report would be intimated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the equity shares of the Company are listed and would also be placed on the website of the Company i.e. www.greenlamindustries.com and also on the website of Link Intime India Private Limited ("**LIPL**"), agency being appointed for the purpose of providing Remote e-voting facility to the shareholders at <https://instavote.linkintime.co.in/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office for at least 3 days from the date of declaration of voting results.

SPECIAL BUSINESS:

Item No. 1

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF ASSAM TO THE NATIONAL CAPITAL TERRITORY ("**NCT**") OF DELHI.

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act, 2013**") read with the rules framed thereunder ("**Rules**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the "**State of Assam**" to the "**National Capital Territory ("**NCT**") of Delhi**".

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

"II. The Registered Office of the Company will be situated in the NCT of Delhi."

RESOLVED FURTHER THAT the Operational & Finance Committee of the Board of Directors of the Company be and is hereby authorised to finalize the address of Registered Office of the Company in NCT of Delhi, as they may consider appropriate.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman [DIN: 00237242], Mr. Saurabh Mittal, Managing Director & CEO [DIN: 00273917], Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution/signing/filing of necessary forms/documents/affidavits/indemnity/undertakings/declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Operational & Finance Committee of the Board of Directors of the Company be and is hereby authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies."

Place: New Delhi
Date: February 02, 2021

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

Registered Office:
Makum Road,
Tinsukia, Assam-786 125

Prakash Kumar Biswal
Company Secretary &
Vice President - Legal
Membership No.: ACS 19037

NOTES:

- The Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("**Act, 2013**") read with the rules framed thereunder ("**Rules**") stating material facts and reasons for the proposed resolution is annexed hereto for your consideration.
- In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 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**"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
The Members may note that this Postal Ballot Notice will also be available on the Company's website, www.greenlamindustries.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of LIPL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>.
- If your e-mail address is not registered with the Company/Depositories, you may register the same by completing the process for registration of e-mail address as under:

Physical Holding	For the Shareholders holding shares in physical mode, who have not registered/updated their email addresses and mobile numbers with the Company are requested to furnish their email addresses and mobile numbers to the Company's Registrars and Share Transfer Agent, Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058; Telephone: +91-11-41410592; Fax: +91-11-41410591; Email: delhi@linkintime.co.in; Website: www.linkintime.co.in
Demat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

- Further, the Resolution, if passed by Members with requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e. March 12, 2021.
- The documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are uploaded on the website of the Company www.greenlamindustries.com to facilitate online inspection till the last date of Remote e-voting. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to investor.relations@greenlam.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.
- The instructions for Remote e-voting are as under:
 - In compliance with the provisions of Sections 108 and 110 of the Act, 2013 read with the Rules, and Regulation 44 of the Listing Regulations and the Circulars, the Company has engaged the services of Link Intime India Private Limited (LIPL) to provide the facility of Remote e-voting to all the Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.
 - Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 05, 2021 ("**Cut-off date**"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The Remote e-voting period will commence from 10.00 a.m. (IST) on Thursday, February 11, 2021 and will end at 5.00 p.m. (IST) on Friday, March 12, 2021. The Remote e-voting module shall be disabled by LIPL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iii. The Board of Directors of the Company has appointed Ms. Nitu Poddar (Membership No. 37398 and C.P No. 15113), failing her Mr. Bunny Sehgal (Membership No. 39598 and C.P No. 15161) of Vinod Kothari & Company, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.
- iv. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through Remote e-voting, members may contact Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited (LIPL), Mr. Rajiv Ranjan, Assistant Vice President (e-Voting), Noble Heights, 1st Floor, Plot NH2C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: enotices@linkintime.co.in or delhi@linkintime.co.in) or Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal of the Company by sending email at prakash.biswal@greenlam.com or call at +91-11-42791399, Address: 2nd Floor, West Wing, Worldmark 1, Aerocity IGI Airport Hospitality District New Delhi - 110 037.

The process and manner for Remote e-voting are explained herein below:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

>>Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Enter your User ID
 - Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - Shareholders/members holding shares in physical form shall provide Event No. (210030) + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
 - Shareholders/members holding shares in **NSDL demat account shall provide 'D', above**
 - Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

>> 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).

>>Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional/Corporate shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
 - In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
 - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through Remote e-voting unblock the votes cast through Remote e-voting and issue, not later than 48 hours of conclusion of the Remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
2. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.greenlamindustries.com and on the website of LIPL at <https://instavote.linkintime.co.in/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office for at least 3 days from the date of declaration of voting results.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS FORMING PART OF THE NOTICE

Presently, Registered Office of the Company is situated in the State of Assam at Makum Road, Tinsukia, Assam - 786125 and Corporate Office of the Company is situated at 2nd Floor, West Wing, Worldmark 1, Aerocity, IGI Airport Hospitality District, New Delhi - 110037. Majority of the administration and allied operations of the Company are carried out at Corporate Office only.

The registered office of the Company being at very distant place, the management has been facing operational difficulties in managing the affairs of the Company. Also, since the registered office is situated in a remote location, it results in delay in receipt of the correspondences from the various authorities, and consequently, delay in actionable, especially which require the execution in a time bound manner.

Further, the management is of the view that shifting of registered office of the Company to NCT of Delhi, shall enhance the effective participation of the shareholders in the general meetings of the Company.

In view of the above, the Board of Directors of the Company at their meeting held on February 02, 2021 has approved to shift the Registered Office of the Company from the "State of Assam" to the "NCT of Delhi" considering, inter alia, the following reasons:

- a) To exercise the better administrative and economic control over the Company;
- b) To encourage the shareholders' participation in the general meetings of the Company;

- c) To increase operational and management efficiency;
- d) To integrate business functions, and optimization of administrative expenses.

The shifting of Registered Office will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Assam to the NCT of Delhi and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the NCT of Delhi. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e Friday, March 12, 2021. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to investor.relations@greenlam.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

Place: New Delhi
Date: February 02, 2021

Registered Office:
Makum Road,
Tinsukia, Assam-786 125

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

Prakash Kumar Biswal
Company Secretary &
Vice President - Legal
Membership No.: ACS 19037