



GREENLAM INDUSTRIES LIMITED

CIN: L21016DL2013PLC386045

Registered & Corporate Office : 203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi – 110037, India

Phone: +91-11-42791399 | E-mail: investor.relations@greenlam.com | Website: www.greenlamindustries.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (“the Meeting / EGM”) of the Members of Greenlam Industries Limited, will be held on Saturday, July 16, 2022, at 11:00 a.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), pursuant to Section 100 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other applicable circulars, to transact the following business:

SPECIAL BUSINESS

Item No 1: To Offer, Issue and Allot Equity Shares on Preferential Basis

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (“**the Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the uniform listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together “**the Stock Exchanges**”) on which the Equity Shares of the Company having face value of Re. 1/- each (“**Equity Shares**”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, upto 63,10,680 (Sixty-Three Lakh Ten Thousand Six Hundred and Eighty) fully paid up equity shares of the Company having a face value of Re. 1/- (Rupee One Only) each at a price of Rs. 309/- (Rupees Three Hundred Nine Only) per equity share (including a premium of Rs. 308/- (Rupees Three Hundred Eight Only) per equity share) (“**Preferential Allotment Price**”), which is not less than the floor

price/minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations, for a consideration not exceeding an aggregate amount of Rs. 1,95,00,00,120/- (Rupees One Hundred and Ninety-Five Crore and One Hundred Twenty Only) to Smiti Holding and Trading Company Private Limited, a Qualified Institutional Buyer in terms of SEBI ICDR Regulations ("the Proposed Allottee"), who is not a promoter or belongs to Promoter(s) or Promoter group of the Company, by way of preferential issue on private placement basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the Relevant Date for the determination of the issue price for the Equity Shares as per the SEBI ICDR Regulations is June 16, 2022.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank *pari-passu* with the existing equity shares of the Company in all respects including entitlement to dividend and other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of equity shares.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 164(4) of the SEBI ICDR Regulations the price of the equity shares to be issued and allotted pursuant to the Preferential Allotment, shall be not less than the 10 trading days' volume weighted average price of the equity shares quoted on the relevant stock exchange preceding the relevant date.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum Application Letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the relevant terms and conditions after passing of this resolution and receiving any applicable regulatory approvals.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account only;
- c) The equity shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of equity shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of all such approvals or permissions;
- d) The equity shares to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals. Any existing equity shares held by the Proposed Allottee, if any, shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- e) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations and other applicable laws, the Board or any Committee(s) authorised by Board, be and is hereby authorized to vary, modify or alter any of the terms and conditions, including size of the preferential issue to the aforesaid Proposed Allottee, as may deem expedient without

being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate bank account in line with the provisions of applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing resolutions (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize any person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the equity shares and listing thereof with the Stock Exchanges, utilisation of proceeds of the issue and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company or any other person including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

Place: New Delhi
Date: June 20, 2022

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

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

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 03/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”) and other applicable circulars, permitted holding of the Extra-Ordinary General Meeting (“the Meeting/ EGM”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the EGM of the Company will be conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Business as set out in Item No. 1 is annexed hereto.
3. 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 Link Intime (India) Private Limited (“LIPL”) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the EGM in respect of the business 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 EGM (“remote e-voting”) is also being provided by LIPL.
4. VC/OAVM facility provided by the Company, is having a capacity to allow 2000 members to participate at the Meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
5. The facility for joining the EGM 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. The instructions for members attending/participating in the EGM through VC/OAVM are provided at point no. 24.
6. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 203, 2nd Floor, West Wing, Worldmark 1, Aerocity, IGI Airport, Hospitality District, New Delhi – 110037, India. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA and SEBI Circulars, through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip of the EGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of its Board Resolution (PDF/JPG Format) pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through e-voting/remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to dkisincs@yahoo.com.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company 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 of the minutes of the proceedings of the EGM.

- 10.** Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum for the EGM under Section 103 of the Act. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime (India) Private Limited (LIPL) Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91- 11-41410591; E-mail: delhi@linkintime.co.in) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal at the Registered/Corporate Office of the Company (Phone No.: +91-11-42791399; E-mail: investor.relations@greenlam.com).
- 11.** In compliance with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agent (RTA). Member may note that Notice shall be placed on the website of the Company at www.greenlamindustries.com. The Notice can also be accessed from the 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 the EGM Notice is also available on the e-voting website of Link Intime (India) Private Limited (agency for providing the e-Voting facility) i.e. <https://instavote.linkintime.co.in>
- 12.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 13.** 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 e-mail addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication including the 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.
- 14.** 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form. 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.
- 15.** 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. LIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form.
- 16.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Link Intime (India) Private Limited, Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near Savitri Market Janakpuri, New Delhi - 110058 for assistance in this regard.
- 17.** SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

18. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
19. Members seeking any statutory information or any other matter/document/register, etc. in connection with the EGM of the Company or for any other grievances may please send a request to the Company via e-mail at investor.relations@greenlam.com
20. 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 Companies 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 EGM. Also, the Notice of this EGM along with requisite documents shall also be available on the Company's website www.greenlamindustries.com.
21. The remote e-voting facility will be available during the following voting period:
- i. Commencement of remote e-voting: From 10.00 a.m. IST of Wednesday, July 13, 2022.
 - ii. End of remote e-voting: Up to 5.00 p.m. IST of Friday, July 15, 2022.
22. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Saturday, July 09, 2022 may cast their vote through remote e-voting/ e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter and the facility will be blocked forthwith.

23. Remote e-voting instructions for Shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • 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. 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. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.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.

	<p>You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi/Easiest the user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul 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. • Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL : https://instavote.linkintime.co.in 2. Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No. (220179)+ Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ 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)

	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> ▪ 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). <p>3. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 2. E-voting page will appear. 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). 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.
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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

- In case shareholders is having valid e-mail address, Password will be sent to his / her registered e-mail address.
- Shareholders 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.
- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. (220179) + Folio Number registered with the Company.

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

Shareholders 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”.

Guidelines for Institutional shareholders:

Institutional 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotice@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

24. Process and manner for attending the Extra-Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet@linkintime.co.in>
 - ▶ 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 No.
 - 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 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. E-mail 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).

25. Instructions for Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
- b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on 'Submit'.
- c. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- d. 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'.
- e. 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.
- f. 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 EGM through InstaMeet facility and have not casted their vote on the Resolution 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 EGM will be eligible to attend/ participate in the EGM 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 e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

26. Other Instructions:

- i. The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi (Membership No. A13020 and C.P No. 3090), Proprietor of DKS & Co., Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the EGM in a fair and transparent manner.
- ii. 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.
- iii. 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 i.e. Saturday, July 09, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting at the EGM.
- iv. Any person, who acquires shares of the Company and becomes Member of the Company after this notice being sent to the Members and prior to the cut-off date i.e. Saturday, July 09, 2022, needs to refer 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.
- v. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
- vi. The Chairman shall, at the EGM, at the end of discussion on the Resolution on which the voting is to be held,

allow voting with the assistance of the scrutinizer, by the use of e-voting facility for all those Members who are present at the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.

- vii. 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 days, whichever is earlier, of the conclusion of the EGM, 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 EGM.
 - viii. The Results declared, along with the Scrutinizer's Report will be submitted within two working days or three days, whichever is earlier, of the conclusion of the EGM to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations shall be placed on the Company's website at www.greenlamindustries.com and also on the website of Link Intime <http://instavote.linkintime.co.in>.
- 27.** Company is providing two way teleconferencing facility for the ease of participation of the members at the EGM. The instructions for members to Speak during the Extra-Ordinary General Meeting through InstaMeet:
- a) 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.
 - b) Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the Company.
 - c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
 - d) Other shareholder may ask questions to the panellist, via active chat-board during the meeting. Please remember speaking serial number and start your conversation with panellist 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.

Place: New Delhi
Date: June 20, 2022

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

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

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

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Members are hereby informed that to augment the long-term resources of the Company for meeting funding requirements of its business activities, strengthen balance sheet, maintain adequate liquidity, pursue growth opportunities and/or to extend financial support to its subsidiaries in implementing their greenfield projects and general corporate and other purposes, the Board of Directors of your Company at their meeting held on Monday, June 20, 2022, approved to issue not more than 63,10,680 (Sixty-Three Lakh Ten Thousand Six Hundred and Eighty) equity shares of the Company (“**Equity Shares**”) to the person(s) detailed hereunder by way of a preferential issue through private placement offer, who have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”).

In accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis to Smiti Holding and Trading Company Private Limited.

The issue and allotment of equity shares shall be subject to the receipt of necessary approvals from the statutory authorities, the Stock Exchanges etc. The members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of shares.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 read with the rules issued thereunder, are set forth below:

(I) Particulars of the offer including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on Monday, June 20, 2022, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issue upto 63,10,680 equity shares at a price of Rs. 309/- per equity share aggregating to Rs. 1,95,00,00,120/- to Smiti Holding and Trading Company Private Limited, a Non Promoter entity, on a preferential basis, for cash consideration. The Equity Shares (bearing ISIN INE544R01021) to be issued and allotted through Preferential Issue shall be fully paid-up and listed on the Stock Exchanges and shall rank *pari-passu* with the existing equity shares of the Company in all respects including entitlement to dividend and other corporate benefits, if any, for which the record date falls subsequent to the allotment of equity shares and be subject to the requirements of all applicable laws (including with respect to any statutory lock-in) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(II) Objects of the Preferential Issue:

The proceeds of the issue will be utilized to augment the long-term resources of the Company for meeting funding requirements of its business activities, strengthen balance sheet, maintain adequate liquidity, pursue growth opportunities and/or to extend financial support to its subsidiaries in implementing their greenfield projects and general corporate and other purposes.

(III) Kinds of securities offered and the price at which security is being offered and the total/maximum number of shares or other securities to be issued:

The Board of Directors of the Company has agreed to issue upto 63,10,680 equity shares at a price of Rs. 309/- (Three Hundred Nine only) per equity share (Including premium of Rs. 308/-) which is not less than the floor price prescribed under Regulation 164(4) of the SEBI ICDR Regulations.

(IV) Basis on which the price of the Preferential Issue has been arrived at:

The equity shares of the Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India

Limited (“NSE”). The equity shares are frequently traded and the share price on NSE being the stock exchange with higher trading volume for the relevant period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

The Floor Price of Rs. 305.78/- is determined as per the pricing formula prescribed under Regulation 164(4) of the SEBI ICDR Regulations, as the allottee is a QIB, which states that the Floor Price shall be the Volume Weighted Average Price (VWAP) of the equity shares of the Company quoted on relevant stock exchange for 10 (Ten) Trading Days preceding the Relevant Date.

(V) The price at which the allotment is proposed:

The issue price per equity share is fixed at Rs. 309/- (Rupees Three Hundred Nine only) which consists of Re. 1/- (Rupee One Only) as face value and Rs. 308/- (Rupees Three Hundred Eight only) as premium per equity share. The issue price per Equity Share of Rs. 309/- (Rupees Three Hundred Nine only) is not less than the Floor Price as determined in accordance with Regulation 164 (4) of SEBI ICDR Regulations.

(VI) Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Thursday, June 16, 2022, being the date 30 (thirty) days prior to the date of the EGM.

(VII) The pre issue and post issue shareholding pattern of the Company:

The pre-issue shareholding pattern of the Company as on June 10, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

S. No.	Category of Shareholders	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A)	Promoter and Promoter Group				
	(a) Indian				
	Individual	1,68,45,755	13.96	1,68,45,755	13.27
	Body corporate	4,81,97,555	39.94	4,81,97,555	37.95
	Sub-total	6,50,43,310	53.90	6,50,43,310	51.22
	(b) Foreign	0	0.00	0	0.00
	Total Promoter and Promoter Group (A)	6,50,43,310	53.90	6,50,43,310	51.22
B)	Public Shareholding				
I	Institutions Investors				
	Financial Institutions/Banks/QIB, Mutual Funds, Foreign Portfolio Investors	1,89,66,665	15.72	2,52,77,345	19.90
II	Government Holding	0	0.00	0	0.00
III	Non Institutions				
	(a) Individuals	1,66,05,857	13.76	1,66,05,857	13.08
	(b) Body Corporate	1,73,52,171	14.38	1,73,52,171	13.66
	(c) Any other (including HUF, Trusts, Clearing members, NRIs, etc)	27,13,867	2.25	27,13,867	2.14
	Total Public Shareholding (B)	5,56,38,560	46.10	6,19,49,240	48.78
	Total (A+B)	12,06,81,870	100.00	12,69,92,550	100.00

(VIII) Amount which the Company intends to raise by way of issue of equity shares:

The Company proposes to raise upto Rs. 1,95,00,00,120/- (Rupees One Hundred and Ninety-Five Crore and One Hundred Twenty Only), from the present issue.

(IX) The class or classes of persons to whom the allotment is proposed to be made:

The aforesaid allotment, if approved, is proposed to be made to Smiti Holding and Trading Company Private Limited under, Non Promoter Category of the Company. Further the Proposed allottee is a "Qualified Institutional Buyer" as defined in the regulation 2(1)(ss)(xiii) of the ICDR Regulations i.e., a systematically important non-banking financial company registered with Reserve Bank of India.

(X) Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

The equity shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Allotment.

(XI) The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the equity shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

(XII) The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottee is Smiti Holding and Trading Company Private Limited and the percentage of post-preferential offer capital which will be held by it is 4.97%.

(XIII) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares. Further, the aforesaid issue and allotment of equity shares will not result in allotment of more than five percent of the post-issue fully diluted share capital of the Company. So, there is no requirement to obtain a valuation report from an independent registered valuer for determination of the issue price.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2022 till the date of notice of this Extra-Ordinary General Meeting, no preferential allotment of any securities has been made to any person by the Company.

(XV) Lock-in Period:

The equity shares to be allotted pursuant to this Preferential Allotment shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Any existing equity shares held by the Proposed Allottee shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(XVI) Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned equity shares. The above shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects.

(XVII) The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the Proposed Allottee:

The name of the Proposed Allottee is Smiti Holding and Trading Company Private Limited. Mr. Jalaj Ashwin Dani and Mrs. Vita Jalaj Dani are the Ultimate Beneficial Owners of the Proposed Allottee as they ultimately hold 100.00% shareholding of the Proposed Allottee.

(XVIII) The percentage of post-preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post-preferential issue capital that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the preferential issue is as below:

S. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	Post-Issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1	Smiti Holding and Trading Company Private Limited	Non-Promoter	Mr. Jalaj Ashwin Dani & Mrs. Vita Jalaj Dani	0	0.00	63,10,680	63,10,680	4.97

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

(XIX) The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The current and proposed status of the Proposed Allottee post the preferential issue is "Non-Promoter".

(XX) Practicing Company Secretary's Certificate:

A certificate from Mr. Mohommad Tausif (Membership No. F11959 and CoP No. 18170), of M/s. Tausif & Associates, Practicing Company Secretary, certifying that the issue of equity shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be placed before the Extra-Ordinary General Meeting of the shareholders. The same is also available at the website of the Company at www.greenlamindustries.com.

(XXI) Other Disclosures:

- No report of registered valuer is required for the offer, issue and allotment of the equity shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended.
- The justification for the allotment proposed to be made for consideration other than the cash together with valuation report of the registered valuer is not applicable as the allotment of shares is for a cash consideration.
- Principal terms of assets charged as securities : Not Applicable

(XXII) Undertakings:

- Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential

issue under Chapter V of the SEBI ICDR Regulations.

- d) The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date.
- e) The equity shares of the Company are listed on recognized stock exchange for a period of more than 90 (Ninety) Trading days prior to the Relevant Date, hence the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- f) The Company shall re-compute the price of the relevant shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

The Board of Directors recommends the Resolution as set out at Item No. 1 for approval by the Members of the Company by way of a Special Resolution in the best interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Place: New Delhi
Date: June 20, 2022

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

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

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