

**TRANSCRIPT OF
NCLT CONVENED MEETING OF THE UNSECURED CREDITORS OF
GREENLAM INDUSTRIES LIMITED**

Date: April 21, 2023

Time: 04:30 P.M. to 05:07 P.M. IST

NCLT Appointed Professionals:

Mr. G. P. Madaan, Advocate, Chairperson Appointed by Hon'ble NCLT

Mr. Parvindra Nautiyal, Advocate, Alternate Chairperson Appointed by Hon'ble NCLT

Mr. Gaurav Chauhan, Practicing Company Secretary, Scrutinizer Appointed by Hon'ble NCLT

Management Participants:

Mr. Shiv Prakash Mittal, Non-Executive Chairman

Mr. Saurabh Mittal, Managing Director & CEO

Ms. Matangi Gowrishankar, Independent Director

Mr. Yogesh Kapur, Independent Director

Mr. Ashok Kumar Sharma, Chief Financial Officer

Mr. Prakash Kumar Biswal, Company Secretary & Vice President – Legal

Invites:

Mr. Kapil Sharma, Partner of M/s. S S Kothari Mehta & Co., Chartered Accountants, Statutory Auditors

Mr. Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries, Secretarial Auditor

Ms. Jyoti Singh of Link Intime (India) Private Limited, Moderator of the Meeting

Mr. Prakash Kumar Biswal: Dear Unsecured Creditors, Very Good Afternoon to all of you.

Myself Prakash Kumar Biswal, Company Secretary & Vice President – Legal of Greenlam Industries Limited have the privilege of welcoming you to the meeting of unsecured creditors of the Company convened as per the order of the Hon'ble National Company Law Tribunal, New Delhi Bench dated 22nd February, 2023 as modified on April 11, 2023, for the purpose of considering and if thought fit approving the proposed scheme of arrangement between HG Industries Limited formerly Himalaya Granites Limited, which is the transferor company & Greenlam Industries Limited, which is the transferee

company and their respective shareholders and all concerned for amalgamation of the transferor Company with the transferee Company.

The Hon'ble NCLT vide its order dated 22nd February, 2023 appointed Mr. G.P. Madan, Advocate as the Chairperson and Mr. Parvindra Nautiyal, Advocate as alternate Chairperson. Mr. Gaurav Chauhan, Company Secretary as the scrutinizer of this meeting.

I take this opportunity to introduce the panelist of this meeting, present through video conferencing.

Mr. G.P. Madan, Advocate, NCLT appointed Chairperson of this meeting.

- Mr. G.P. Madan:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Parvindra Nautiyal, Advocate NCLT appointed alternate Chairperson of the Meeting.
- Mr. Parvindra Nautiyal:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Gaurav Chauhan, Company Secretary, NCLT appointed scrutinizer of the meeting.
- Mr. Gaurav Chauhan:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Shiv Prakash Mittal, Non-Executive Chairperson of the Company.
- Mr. Shiv Prakash Mittal:** Thank you.
- Mr. Prakash Kumar Biswal:** Mr. Saurabh Mittal, MD & CEO of the Company, Mr. Yogesh Kapur, Independent Director of the Company.
- Mr. Yogesh Kapur:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Ashok Kumar Sharma, Chief Financial Officer of the Company.
- Mr. Yogesh Kapur:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Kapil Sharma, Partner, S.S. Kothari Mehta & associates, our Statutory Auditors.
- Mr. Kapil Sharma:** Good Afternoon, everyone.
- Mr. Prakash Kumar Biswal:** Mr. Shashikant Tiwari, Partner, Chandrasekharan Associates, our Secretarial Auditors.

I would also like to inform, Ms. Parul Mittal, Whole Time Director & Mr. Sandip Das, Independent Director, are traveling abroad and in an opposite time-zone have expressed their inability to attend the meeting.

Ms. Matangi Gowrishankar, Independent Director have expressed her inability to attend the meeting due to pre-occupancy.

As per the Hon'ble NCLT's order dated on 22nd February, 2023, and in compliance with the applicable provisions of the Companies Act, 2013, The Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015 read with the MCA Circulars & SEBI Circulars, the NCLT convened meeting of the Unsecured Creditors of the Company is conducted through Video Conferencing in accordance with the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), the proceedings of the meeting shall deemed to be conducted at the Registered office of the Company which shall be deemed to venue of the meeting.

Since this meeting is being conducted through video conferencing, physical attendance of Unsecured Creditors have been dispensed with, accordingly the facility for appointment of the proxy for Unsecured Creditors is not available, Unsecured Creditors attending the Meeting through video conferencing are counted for the purpose of quorum.

The notice of this meeting dated 16th March, 2023 along with the explanatory statement under Section 230 read with Section 102 of the Companies Act, 2013 and the scheme had already been circulated to all the Unsecured Creditors and the same is available at the website of the Company, BSE Limited, National Stock Exchange of India Limited and Link Intime India Private Limited, and the said notice is taken as read by all the Unsecured Creditors.

The Hon'ble NCLT Vide its order dated on 22nd February, 2023, has fixed the quorum of 30 Unsecured Creditors present in person & also through authorized representatives at this meeting of the Unsecured Creditors and in case the required quorum not present at the meeting, then the meetings shall be adjourned by half an hour & thereafter the unsecured creditors present & voting shall be deemed to constitute the quorum.

However, there are 30 Unsecured Creditors already present and accordingly the required quorum is present for this meeting.

The total number of Unsecured Creditors present is 36. For smooth and seamless conduct of the meeting, the audio of the Unsecured Creditors will be kept muted and their video will be kept off. In the course of the meeting. The unsecured creditors who have already registered themselves as speaker will be given an opportunity to speak and raise queries, if any. To avoid repetition, all the unsecured creditors will be answered in one go or as may be decided by the Chairperson.

Ms. Jyoti Singh of Link Intime (India) Private Limited is the moderator of this meeting. Moderator will enable the speaker unsecured creditors, to speak one by one, if any, audio or video failure is experienced at the unsecured creditors end then the moderator will invite the next unsecured creditor. Any person who faces any technical issue during their turn may be invited again once the other completes their speech. Please note the proceedings of the meeting is being recorded. Speaker and Unsecured Creditors are requested to keep their place well lightened, noise free & speak loudly, through their devices and also requested to limit their speech to 3 minutes.

So, if any unsecured creditor faces any technical issue during the meeting they can contact the helpline number given in the notice. Now, I request Mr. G.P Madan, the Chairperson of this meeting to address the Unsecured creditors and proceed with the business to be transacted at this meeting.

Mr. G.P. Madan:

Thank you, Mr. Biswal, the MD and CEO of the Company, members of the Board of Directors, members of the Senior Management, my colleagues, court appointed officials present here and all the unsecured creditors, joining this meeting. A Very warm Welcome to all of you, Very Good Afternoon, and I'm really delighted to observe that here in this case, this is one of the unique cases where the meeting is not required to be adjourned for want of quorum because good number of Unsecured Creditors are very much present here in this meeting.

I think the number is going up to 37 now. Normally, this much number is not available, even in a shareholders meeting. But we are delighted to observe it, and this shows the confidence of the creditors in the Company. So whole credit goes to the management also.

Dear Unsecured Creditors, very warm welcome, Good afternoon to all of you. I G.P. Madaan the chairperson appointed by Hon'ble National Company Law Tribunal, New Delhi Bench to conduct the proceedings of the meeting would like to inform the unsecured creditors that this meeting has been convened as per the directions of Honorable National Company Law Tribunal, New Delhi Bench, only for the limited purpose of considering the scheme of arrangement, between HG Industries Limited, which is a transferor company, and the Greenlam Industries Limited, which is a transferee company and their respective shareholders and all concerned for the amalgamation of the Transferor Company with and into the Transferee Company and there is no other agenda in the Notice which is already circulated with all of you along with the explanatory statement and the scheme.

So, my humble request to all the Unsecured creditors would be that after my presentation or the short speech, if you have any question and query concerning the scheme, please, or you are all welcome and the necessary replies shall be given, or all observation shall be addressed.

The present meeting has been convened through virtual mode as per the directions of Hon'ble National Company Law Tribunal and in compliance of the provisions of Secretarial Standard-2, Companies Act, 2013, as well as LODR to be read with the various MCA Circulars issued by Ministry of Corporate Affairs under the provisions of Companies Act 2013.

Therefore, the facility for appointment of proxies by the Unsecured Creditors is not applicable because, that is available in case the meeting is being held through physical mode. Since the quorum required in terms of the stipulation laid down by the National Company Law Tribunal, why this order dated 22nd February, 2023, the quorum is very much present and I'm calling this meeting to order.

I thank all the unsecured creditors who are present here. The members of the Board, auditors scrutinizer, my alternate co-chairperson and members of the management team for joining this meeting. The company had circulated the notice of this particular meeting along with Explanatory statement and the scheme under Section 230 read with Section 102 of Companies Act, 2013 to all the Unsecured creditors. The notice convening the meeting was also duly published through an advertisement in the national dailies Business Standard, English and Hindi in the Delhi Edition, as well as, Financial Express English in all India edition.

We shall now take up the business to be transacted at this meeting.

The approval of the scheme of arrangement between HG Industries Limited the transferor company and Greenlam Industries Limited, the transferee company and their respective unsecured creditors, and all concerned for the amalgamation of the transferor company with an into the transferee company. It has been put up for consideration vide resolution, which is part of the notice, which has been circulated with all of you.

And now this, item, this resolution shall be placed before you for the voting, by all the Unsecured Creditors of the Company.

Dear Creditors, you have been already informed that the transferee company that's a part of the scheme also that the transferee company holds 74.91% of the transferor company's paid up share capital. The transferee company is engaged in the business of, manufacturing of laminates, decorative veneers, engineered wooden flooring, engineered wooden doors and allied products, and the transferor company that is the HG Industries, is in the process of setting up a manufacturing plant at Tindivanam, Tamil Nadu for the manufacturing of plywood and allied products, and as if you observe that the business activities of the transferor company and the transferee company actually they complement each other. Now as per the scheme, the brief highlights of this scheme or what is the rational of the scheme, How the stakeholders of the companies are going to be benefited out of the scheme, this particular scheme, which has been put before

the Hon'ble Tribunal, as well as before you for voting, the brief highlights of the scheme are that:

- it would enable the Transferee Company to leverage its combined assets and to create a more competitive business, both in scale and operations;
- the Scheme would consolidate the businesses of the Transferor Company (HG Industries Limited) and the Transferee Company i.e. Greenlam and it will result into focused growth, operational efficiencies, business synergies and unlock the value of the assets of the Transferor Company;
- it would enhance operational, organizational and financial efficiencies, and achieve economies of scale by pooling of resources and ultimately enhancing overall value for all the stakeholders of both the Companies;
- The Scheme would achieve synergies in costs (particularly in respect of customer relationship management and establishing sales and marketing channels), operations, stronger and wider capital and financial base for future growth;
- it would allow for an integrated and coordinated approach to investment strategies and more efficient allocation of capital and cash management;
- the Scheme would also broaden the Transferee Company's product portfolio by adding plywood and allied products which is in the domain of the Transferor Company as on date;
- the Scheme would prevent overlap of sales and marketing channels of the Transferor Company and the Transferee Company, thereby actually saving lot of money for both the Companies and particularly for the stakeholders;

The scheme would consolidate administrative and managerial functions and elimination of the multiple record keeping *inter alia* the expenditures, optimal utilization of resources by elimination of unnecessary duplication of various activities and related cost, thus resulting into reduction in the overall expenditure.

This particular amalgamation, hence is pursuant to the scheme and it is in the interest of both the transferor company and the transferee company, their respective shareholders, creditors, secured, unsecured, and all other stakeholders including these society as a whole. Upon the scheme coming into effect, the transferor company together with all its properties assets, Investments, liabilities, rights, benefits, interest, title or power of any kind, nature, description and obligation therein shall be and stand merged with and transferred to invested and shall be deemed to be transferred to and vested in the transferee company on a going concern basis, in the manner prescribed in the scheme and as tabled before the Hon'ble Tribunal.

Further, all loans borrowings and other liabilities of the transferor Company, shall become now the loans, borrowings and liabilities of the transferee company. Therefore, the amalgamation, pursuant to the scheme is not prejudicial to the interest of the concerned creditors or the public at large. All the, assets and the liabilities of the transferor company shall not form part of the assets & liabilities of the transferee company, but saving a lot of money.

In the notice dated on 16th March, 2023, which has already been circulated with all of you in terms of the directions of the Hon'ble Tribunal, the resolution proposed for adoption by the unsecured creditors is mentioned. I now take the same to have been read by the unsecured creditors, and I hope that it has been more than a month, Now, all of you would've gone through the scheme.

Since, the resolution forming part of the notice has already been voted through remote E-voting, which ended yesterday at 5:00 PM and as provided in the Secretarial Standards relating to general meetings, there'll be no proposing and seconding of the resolution because the proposal and seconding of the resolution happens at a physical meeting, this being an virtual meeting so proposal and seconding is not required.

Now, in compliance with various MCA circulars, the provisions of Companies Act, 2013 coupled with rules made there under, as well as SEBI listing regulations, the facility of remote E-Voting as well as e-voting at this particular meeting has been provided to all the unsecured creditors.

The remote e-voting actually started on 18th April at 9:00 AM in the morning and ended yesterday i.e. 20th April at 5:00 PM . Those who have already voted there they can attend today meeting, but they cannot vote at today's meeting. Those who have not voted earlier, they can attend today's meeting, participate in the discussion, and also can cast their vote at this meeting.

Unsecured creditors who have already voted through remote voting mechanism may attend the meeting though, they'll not be able to vote again. Now, if you have any queries on this particular resolution, which is nothing, but a Scheme of amalgamation, you may have the liberty to ask any question you may give, have right to give your observation on this particular resolution, and that shall be answered to by the management and management team is available here for that.

Now, before the moderator, Ms. Jyoti begins calling out the names of the Unsecured Creditors who are willing to ask any question or may want to say something in the interest of time. We request the speaker because we have named them unsecured creditors Speaker wants to speak, to use. Please try to be brief as requested by Mr. Biswal. Also earlier, try to be brief, try to focus and please restrict your queries to the scheme being proposed today.

Now I request the moderator to invite a speaker Unsecured creditor to raise their query and all the unsecured speaker creditors are requested to mention their name and the place from which they have joined this virtual meeting. May, I now request Ms. Jyoti, If you are there, you may please request if there is any speaker and who wants to say something or may want to ask any question.

Ms. Jyoti Singh: Thank you, sir, but there is no, creditor or shareholder has registered themselves as a speaker with us. Therefore, you can go ahead with your proceedings.

Mr. G.P. Madan: May, I request you to ask them again? If somebody's willing to ask any question, they might register. If somebody's willing, you may give them this liberty. If somebody raises the hand, I don't know what system you call it, somebody raises the writes to you.

Ms. Jyoti Singh: No, no one has raised his hand.

Mr. G.P. Madan: Okay. Everybody's comfortable. Seems to be comfortable with the scheme then.

Ms. Jyoti Singh: Hope So, Sir.

Mr. G.P. Madan: Yeah, so kudos and compliments to the members of the board and the top management, I have observed earlier also in the shareholders meeting, everybody has re-posed the confidence in the Board here again, the creditors had also having their, reposing their confidence and faith in the working of the management, and they seem to be very, very comfortable so, hats off to you to all the members of the Board present here. So I, I'm representing the, I'm appointed by the court, but I'm actually observing it as an independent professional that, this is one of the, one of those companies where each and every stakeholder is having his or her faith in the management and the goal.

Now, nothing remains and I will conclude this meeting very shortly the e-voting facility will be made available to all of you the direction and instruction to cast your vote has also been shared to you, those who have not cast their votes in the last three days can cast their votes today. The window for voting shall remain open for 15 minutes from the time of, conclusion of this meeting. During this 15 minutes, you may cast your vote and the once the voting window is closed, then the scrutinizer will prepare his report on the basis of the vote during last three days as well as today will present his report to me, and then I'll submit my, Chairman report on the basis of the Scrutinizer's Report, I'll present this report to the Board and the management and later on the basis of the report, second motion petition can be preferred before Hon'ble National Company Law Tribunal and, this entire proceedings, the link and everything will be made available to the stock exchanges and also will be available on the website of the company, as well as on the website of Linkintime India Private Limited.

So friends, now the business is complete. I declare this meeting as concluded, and I thank all of all of you, for successful completion of this meeting. And before I conclude, actually,

if, anybody, maybe the MD or CEO wants to say something to the creditors over to you, sir.

Mr. Saurabh Mittal: Chairperson Sir, Thank you for your kind words, on the management and the Board, It's much appreciated.

I would like to thank all the creditors for the continued partnership, and the faith, in the Company. I'm sure as things keep progressing, you'll keep partnering us in the long term.

Thank you for your support.

Mr. G.P. Madan: Thank you.

Mr. Prakash Kumar Biswal: Sir, please take on record that, Ms. Matangi Gowrishankar Ma'am couldn't join the meeting in the beginning but subsequently she has joined.

Mr. G.P. Madan: Okay. Thank you. Welcome, ma'am.

Thank you, Thank you everyone.