

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**{Under Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015}**

1. Name of Listed Entity: **GREENLAM INDUSTRIES LIMITED**
2. Quarter ending: **March 31, 2019**
3. NSE Symbol: **GREENLAM** & BSE Scrip Code: **538979**

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>								
Title (MR./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/ cessation	Tenure*	Number of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships <sup>#</sup> in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR.	SHIV PRAKASH MITTAL	Pan No.: AEAPM0196F DIN: 00237242	CHAIRMAN - NON EXECUTIVE	12/08/2013	N.A.	2	1	1
MR.	SAURABH MITTAL	Pan No.: AEAPM5901Q DIN: 00273917	EXECUTIVE	12/08/2013	N.A.	1	2	0
MS.	PARUL MITTAL	Pan No.: ABNPM8707E DIN: 00348783	EXECUTIVE	11/11/2014	N.A.	1	0	0
MR.	VIJAY KUMAR CHOPRA	Pan No.: AAAPC0599A DIN: 02103940	NON EXECUTIVE - INDEPENDENT	30/10/2014	4 year and 5 months	6 <sup>^</sup>	8	4 <sup>^</sup>
MS.	URVASHI SAXENA	Pan No.: AAVPS2424D DIN: 02021303	NON EXECUTIVE - INDEPENDENT	30/10/2014	4 year and 5 months	1	1	0
MS.	SONALI BHAGWATI DALAL	Pan No.: AAFPD5551N DIN: 01105028	NON EXECUTIVE - INDEPENDENT	30/10/2014	4 year and 5 months	3	2	0

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup>to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<sup>#</sup> includes Chairmanship.

<sup>^</sup>Listed entities also include Companies having debt securities listed on recognized stock exchange.

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

For Greenlam Industries Limited

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Company Secretary &  
Vice President-Legal



2. NOMINATION & REMUNERATION COMMITTEE	Mr. Vijay Kumar Chopra	Chairman - Non-Executive - Independent
	Mr. Shiv Prakash Mittal	Non-Executive
	Ms. Urvashi Saxena	Non-Executive - Independent
3. STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Shiv Prakash Mittal	Chairman - Non-Executive
	Mr. Saurabh Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non-Executive - Independent
4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	Mr. Saurabh Mittal	Chairman - Executive
	Mr. Shiv Prakash Mittal	Non-Executive
	Ms. Parul Mittal	Executive
	Ms. Sonali Bhagwati Dalal	Non-Executive - Independent
5. OPERATIONAL & FINANCE COMMITTEE	Mr. Shiv Prakash Mittal	Non-Executive
	Mr. Saurabh Mittal	Executive
	Ms. Parul Mittal	Executive

\$Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

### III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 26, 2018	February 13, 2019	109 days (excluding the date of meetings)
	March 20, 2019	34 days (excluding the date of meetings)

### IV. MEETING OF COMMITTEES

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 13, 2019	Yes - All the Committee members were present.	October 26, 2018	109 days (excluding the date of meetings)
Stakeholders' Relationship Committee	March 30, 2019	Yes - 2 out of 3 Committee members were present.	-	N.A.
Operational & Finance Committee	January 08, 2019	Yes - All the Committee members were present.	November 09, 2018	N.A.
	February 26, 2019	Yes - All the Committee members were present.		
	March 25, 2019	Yes - All the Committee members were present.		

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

#### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

### VI. AFFIRMATIONS

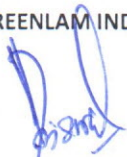
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. : **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee : **Yes**
  - b. Nomination & Remuneration Committee : **Yes**
  - c. Stakeholders' Relationship Committee : **Yes**

For Greenlam Industries Limited

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Company Secretary &  
Vice President-Legal

- d. Risk Management Committee (applicable to the top 100 listed entities) : **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. : **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. : **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. : **Yes**
- Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

For GREENLAM INDUSTRIES LIMITED



PRAKASH KUMAR BISWAL  
COMPANY SECRETARY &  
COMPLIANCE OFFICER



Place: New Delhi  
Date: April 15, 2019



I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
Item	Compliance Status (Yes/No/NA) <small>Refer Note Below</small>	
Details of Business	Yes	
Terms and Conditions of Appointment of Independent Directors	Yes	
Composition of various Committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	
Criteria of making payments to Non - Executive Directors	Yes	
Policy on dealing with Related Party Transactions	Yes	
Policy for Determining 'Material' Subsidiaries	Yes	
Details of Familiarization Programmes imparted to Independent Directors	Yes	
Contact Information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	
Email Address for Grievance Redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of Agreements entered into with the media companies and/or their associates	NA	
New Name and the Old Name of the Listed Entity	NA	
II. ANNUAL AFFIRMATIONS		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>Refer Note Below</small>
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for Orderly Succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus Approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transaction	23(4)	NA
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

For Greenlam Industries Limited

  
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Affirmation with Compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non - Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes


**Note**

1. In the column "Compliance Status", Compliance or Non – Compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "NO" details of Non – Compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. AFFIRMATIONS:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance Requirements with respect to Subsidiary of Listed Entity has been Complied. : – **Yes**

**For GREENLAM INDUSTRIES LIMITED**

  
**PRAKASH KUMAR BISWAL**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**



Place: New Delhi  
Date: April 15, 2019



**Details of Material Related Party Transactions for the financial year ended March 31, 2019**

Serial No.	Particulars	Name of the Related Party	Relation	Value of transaction in Foreign Currency	Value of transaction in INR
1.	Guarantee Given to Standard Chartered Bank*	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 8,500,000	INR 58,74,35,000 <sup>#</sup>
2.	Sale of Materials	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 18,160,356	INR 1,27,11,95,907
3.	Guarantee Commission	Greenlam Asia Pacific Pte. Ltd.	Wholly Owned Subsidiary	USD 85,723	INR 60,06,662

*\*Transactions executed prior to the year under review but continuing as on March 31, 2019.*

*<sup>#</sup>Value of transaction converted from foreign currency to INR based on the year end conversion rate.*

**For Greenlam Industries Limited**

  
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