



Greenlam Industries Limited

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

Notice

NOTICE is hereby given that the 6th Annual General Meeting of the Members of Greenlam Industries Limited for the financial year ended March 31, 2019 will be held on Saturday, August 10, 2019 at 9.15 a.m. IST at the Registered Office of the Company at Makum Road, Tinsukia, Assam-786125 to transact the following businesses:

ORDINARY BUSINESSSES

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended March 31, 2019.
3. To appoint a director in place of Mr. Shiv Prakash Mittal (DIN: 00237242), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from conclusion of 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with allied rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Audit Committee and Board of Directors of the Company, the appointment of M/s. S S Kothari Mehta and Company, Chartered Accountants (Registration No. 000756N), as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 6th (sixth) Annual General Meeting till the conclusion of the 11th

(eleventh) Annual General Meeting, be and is hereby approved at a remuneration of ₹26 lacs (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to revise the remuneration of statutory auditor for the financial years 2020-21 to 2023-24 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution."

SPECIAL BUSINESSSES

5. **Re-appointment of Mr. Saurabh Mittal as Managing Director & CEO of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Part I and Section I of Part II of Schedule V of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Saurabh Mittal (DIN: 00273917), as Managing Director & CEO of the Company for a term of 5 (five) years with effect from November 11, 2019 to November 10, 2024, based on the recommendation of the Nomination & Remuneration Committee and in line with the approval of the Audit Committee and the Board of Directors, on the terms and conditions including remuneration, as mentioned below:

Salary & Perquisites:

1.	Basic Salary: ₹17,00,000/- per month.
2.	Commission: Not exceeding 4 (four) percent of net profit in an accounting year of the Company subject to availability of profit.
3.	House Rent Allowance of ₹3,00,000/- per month.
4.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
5.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
6.	Reimbursement of membership fees for a maximum of two clubs.
7.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹1,00,000/- per annum.
8.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
9.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

- The terms and conditions of appointment of the Managing Director & CEO may be altered and varied from time to time by the Board in such manner as may be recommended by Nomination and Remuneration Committee, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- No sitting fees will be paid to the Managing Director & CEO for attending meeting of the Board of Directors or any Committee thereof.
- His office shall be liable to determination by retirement of directors by rotation.
- The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

6. Re-appointment of Ms. Parul Mittal as Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Part I and Section I of Part II of Schedule V of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification or re-enactment thereof) and applicable clauses of Article of Association of the Company, subject to such other approvals as may be required, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Parul Mittal (DIN: 00348783), as Whole-time Director of the Company for a term of 5 (five) years with effect from November 11, 2019 to November 10, 2024, based on the recommendation of the Nomination & Remuneration Committee and in line with the approval of the Audit Committee and the Board of Directors, on the terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

1.	Basic Salary: ₹10,00,000/- per month.
2.	Commission: Not exceeding 2 (two) percent of net profit in an accounting year of the Company subject to availability of profit.
3.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for herself and family subject to ceiling of one month salary in a year.
4.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.

5.	Reimbursement of membership fees for a maximum of two clubs.
6.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed ₹1,00,000/- per annum.
7.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
8.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

Other Terms and Conditions:

- a) The terms and conditions of appointment of Ms. Parul Mittal may be altered and varied from time to time by the Board in such manner as recommended by Nomination and Remuneration Committee, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- b) No sitting fees will be paid to her for attending meeting of the Board of Directors or any committee thereof.
- c) Her office shall be liable to determination by retirement of directors by rotation.
- d) The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

7. **Re-appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification or re-enactment thereof), subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Vijay Kumar Chopra (DIN: 02103940), as an Independent Director of the Company, not liable to retire by rotation, who is eligible for re-

appointment, for a second term of 3 (three) years from the conclusion of 6th Annual General Meeting (AGM) up to the conclusion of 9th AGM of the Company to be held in the calendar year 2022, in line with the reference of Nomination and Remuneration Committee and the approval of the Audit Committee and the Board of Directors.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

8. **Re-appointment of Ms. Sonali Bhagwati Dalal as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the re-appointment of Ms. Sonali Bhagwati Dalal (DIN:01105028) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for re-appointment, for a second term of 1 (one) year from the conclusion of 6th Annual General Meeting (AGM) up to the conclusion of 7th AGM of the Company to be held in the calendar year 2020, in line with the reference of Nomination and Remuneration Committee and the approval of the Audit Committee and the Board of Directors.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorised to take such steps and to

do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. Appointment of Mr. Sandip Das as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof), and applicable clauses of the Articles of Association of the Company, subject to such other approvals as may be required, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Sandip Das (DIN: 00116303) as an Independent Director of the Company, not liable to retire by rotation, who is eligible for appointment, for a term of 5 (five) year with effect from June 13, 2019 up to June 12, 2024 based on the recommendation of Nomination and Remuneration Committee and in line with the approval of the Board of Directors.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

Place: New Delhi
Date: June 13, 2019

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

10. Revision in the annual commission payable to Independent Directors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 and the allied rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clauses of Articles of Association of the Company (including any amendment and re-enactment thereof), subject to such other approvals as may be required, the approval of the Members of the Company be and is hereby accorded to increase the payment of annual commission to each Independent Director from the existing limit of ₹10,00,000/- (excluding applicable taxes thereon) to ₹18,00,000/- (excluding applicable taxes thereon), on pro-rata basis of their tenure in any financial year, with effect from the financial year 2019-20 subject to the condition that the total annual commission to all the Non-Executive Directors along with the applicable tax thereon, if any, shall not exceed 1 (one) percent of the net profits of the Company in any financial year.

RESOLVED FURTHER THAT Mr. Saurabh Mittal, Managing Director & CEO, 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 authorized to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board
For Greenlam Industries Limited

Prakash Kumar Biswal
Company Secretary &
Vice President - Legal

NOTES:

1. The Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Ordinary Business as set out in Item No. 4 and pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 5, 6, 7, 8, 9 and 10 are annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Shiv Prakash Mittal at the 6th Annual General Meeting is also annexed hereto. Further, additional information pursuant to aforesaid provisions in respect of re-appointment of Mr. Saurabh Mittal, Ms. Parul Mittal and Mr. Vijay Kumar Chopra, Ms. Sonali Bhagwati Dalal and appointment of Mr. Sandip Das at the 6th Annual General Meeting are made part of their respective explanatory statements.
2. **A Member entitled to attend and vote at the Annual General Meeting ("the Meeting/ AGM") is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
6. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
7. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, August 04, 2019 to Saturday, August 10, 2019 (both days inclusive) for determining the name of Members eligible for dividend on equity shares, if declared at the Meeting. The dividend if declared will be credited/dispatched between August 12, 2019 and August 19, 2019 to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on Saturday, August 03, 2019. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as beneficial owner as on that date.
10. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/ update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
11. Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/ mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
 12. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 2nd Floor, West Wing, Worldmark 1, Aerocity, IGI Airport Hospitality District, New Delhi-110037, at least seven working days in advance of the Meeting so that the answers may be made readily available at the Meeting.
 13. Members are requested to contact the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. 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; Email: 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 Corporate Office of the Company (Phone No.: +91-11-42791399; Email: investor.relations@greenlam.com).
 14. Members, who have not yet encashed their dividend warrants for the financial year ended March 31, 2015; March 31, 2016; March 31, 2017 and/or March 31, 2018 are requested to make their claim to the Company's Registrar & Share Transfer Agent immediately.
 15. Members are requested to bring their attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
 16. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
 17. 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 Registrar & Share Transfer Agent.
 18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
 19. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
 20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd.
 21. Electronic copy of the Annual Report 2018-19, Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the registered address of the Members of the Company who have not registered their e-mail address in the permitted mode.
 22. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
 23. 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 are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 6th AGM along with requisite documents and the Annual Report for the financial year 2018-19 shall also be available on the Company's website www.greenlamindustries.com. Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
24. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
25. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
26. The e-voting facility will be available during the following voting period:
- i. Commencement of remote e-voting: From 10.00 a.m. IST of August 07, 2019.
 - ii. End of remote e-voting: Up to 5.00 p.m. IST of August 09, 2019.
27. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 03, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
28. The process and manner for remote e-voting are as under:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders/Members" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Greenlam Industries Limited, on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a de-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non-Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 'compliance user' should be created using the admin login and password. The 'compliance user' would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or may contact Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company. The Contact details are mentioned at the point 13 above.

29. 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.
30. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. August 03, 2019, needs to refer the instruction above regarding login ID and password and may contact the Company or R&T Agent 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.
31. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
32. Only those Members, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot Paper.
33. The Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st Floor, Kolkata-700007 as the Scrutinizer to scrutinize the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
34. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of Poll/ Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
35. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
36. The Notice of the AGM shall be placed on the website of the Company and CDSL till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.greenlamindustries.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.
37. The route map showing directions to reach the venue of the Meeting is annexed.

Place: New Delhi
Date: June 13, 2019

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

Explanatory statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Resolution at Item No. 4

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s. D. Dhandaria & Co., Chartered Accountants (ICAI Firm Registration No. 306147E) will be concluded at the end of 6th Annual General Meeting (AGM). The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of 6th AGM till the conclusion of 11th AGM to be held in the financial year 2024-25.

The Board of Directors of the Company at its meeting held on May 30, 2019, after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. S S Kothari Mehta and Company, Chartered Accountants (ICAI Firm Registration No. 000756N) as Statutory Auditors of the Company for a term of five years from conclusion of 6th AGM to be held in the financial year 2019-20 to conclusion of 11th AGM of the Company to be held in the financial year 2024-25, for the approval of the Members.

M/s. S S Kothari Mehta and Company, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. The basis of recommendation for appointment and brief profile and credentials of M/s. S S Kothari Mehta and Company are

mentioned below:

"M/s S S Kothari Mehta and Company, a firm of Chartered Accountants has over 50 years standing with multi industry experience. The firm has India wide presence with offices in all four regions of India. They have various large, medium & MNCs as clients across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges."

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. S S Kothari Mehta and Company, Chartered Accountants as the Statutory Auditors of the Company for the aforesaid term at a remuneration of ₹26 lacs towards the statutory audit for the financial year 2019-20 and remuneration for the financial years 2020-21 to 2023-24 may be revised based on the recommendations made by the Audit Committee and approved by the Board of Directors and such other authority as may be required. The remuneration payable to the statutory auditors shall be exclusive of applicable taxes and all out of pocket expenses as may be incurred by the statutory auditor in course of their audit.

Pursuant to requirement of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of proposed fees of ₹26 lacs payable to the statutory auditors for the financial year 2019-20 is mentioned below:

Type	Period	Amount
Statutory Audit of standalone and consolidated financial statements including audit of internal financial controls over financial reporting and limited review of quarterly financial results	For FY 2019-20	₹26 lacs
Certifications Charges	Not applicable	₹7500 per certificate

Further, the change in the fee payable to the new auditors from that paid to the outgoing auditor is largely due to size and standing of the firm of new auditors and the increased scope of work with respect to the limited review of the subsidiaries of the Company whose accounts are consolidated with it as specified in Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolutions set forth in item no. 4 for the approval of Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 4 of the Notice.

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

Resolution at Item No. 5

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on November 16, 2014 approved the appointment of Mr. Saurabh Mittal, as the Managing Director & CEO of the Company and the terms and conditions of appointment including remuneration payable to him for a period of five years with effect from November 11, 2014 to November 10, 2019.

Further the remuneration payable to him was revised by the Members in the 4th Annual General Meeting of the Company held on August 21, 2017.

The details of remuneration paid to Mr. Saurabh Mittal during his tenure have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report of the relevant financial years.

The Board of Directors considering the scale of operations of the Company and his increased involvement for the overall growth of the Company especially in respect of expansion of production capacity of laminates and exploring new domestic and overseas markets and deeper penetration of existing markets, at their meeting held on June 13, 2019, subject to approval of Members of the Company, has accorded approval for re-appointment of Mr. Saurabh Mittal as Managing Director & CEO for a term of 5 years with effect from November 11, 2019 to November 10, 2024. The same was recommended by the Nomination and Remuneration Committee to the Board for approval in its meeting held earlier on the same day. While recommending the said re-appointment, the Nomination and Remuneration Committee also recommended to increase the profit based commission payable to Mr. Saurabh Mittal on annual basis as part of his remuneration from 3 (three) percent to 4 (four) percent, rest all the components of the remuneration payable to him shall remain unchanged. Mr. Saurabh Mittal is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013; Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit

Committee has to accord its approval to any related party transaction and accordingly the necessary approval of the Audit Committee for this agenda was obtained at its meeting held on June 13, 2019. Pursuant to the provisions of Sections 196, 197 and 203 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment and revision in the profit based commission of Mr. Saurabh Mittal, Managing Director & CEO requires approval of Members of the Company.

Pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being effective from April 01, 2019, any payment of remuneration to executive-promoter directors (where there are two or more such directors) of the Company in excess of 5% of net profits in aggregate will require the approval of the members of the Company by way of a Special Resolution. The aggregate annual remuneration of the Executive Directors of the Company to be paid to them during their term of 5 years commencing from November 11, 2019 to November 10, 2024 is envisaged to be in excess of 5% of net profits of the Company. Accordingly, approval of the shareholders by way of Special Resolution is required for payment of remuneration to Mr. Saurabh Mittal, as proposed. The Board recommends the resolutions set forth in Item No. 5 for the approval of Members by way of Special Resolution.

Mr. Saurabh Mittal, Managing Director & CEO of the Company and his relatives (including Mr. Shiv Prakash Mittal and Ms. Parul Mittal who are also directors of the Company) are deemed to be interested in the proposed resolution mentioned at Item No. 5 of the Notice.

The resolution along with the explanatory statement above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 5 of the Notice.

Brief Profile of Mr. Saurabh Mittal, Managing Director & CEO, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Saurabh Mittal
Father's Name	Mr. Shiv Prakash Mittal
Date of Birth	October 06, 1975
Age	43 years
Date of first Appointment	August 12, 2013
Brief Resume and expertise in specific functional areas	Mr. Saurabh Mittal is an alumni of Mayo College Ajmer and a Commerce graduate from the University of Madras. As Joint Managing Director & CEO, he was the prime mover of the exponential growth of Greenply Industries Limited and for carving a niche for Greenlam Laminates and allied decorative products. His hands on engagement across the entire value chain to build the business from its infancy has garnered him nearly two decades of first-hand experience in various fields. He has been deeply involved with the manufacturing process and has progressively added production capacity that is best in the industry. He spearheaded the marketing initiatives personally building brand Greenlam that undisputedly commands the market. His sales experience is especially strong in the B2B segment as he built a distribution network that has provided incomparable market reach. His finance, investor relations and corporate affairs involvement is phenomenal and his export orientation has resulted in our Company consistently being the largest exporter of laminate from India. The charismatic leadership, personal drive and strategic thinking of Mr. Saurabh Mittal has rallied our Company to attain market leadership in a very short period of time, both in the domestic and international markets.
Qualification	B.Com
Directorship held in other companies	<ul style="list-style-type: none"> • Prime Properties Private Limited • Greenply Leasing & Finance Private Limited • S. M. Safeinvest Private Limited • Greenlam Asia Pacific Pte. Limited • Greenlam America, Inc. • Greenlam Europe (UK) Limited • Greenlam Holding Co., Limited • Greenlam Asia Pacific (Thailand) Co., Limited
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman:</p> <p>a) Corporate Social Responsibility Committee</p> <p>Member:</p> <p>a) Audit Committee</p> <p>b) Stakeholders' Relationship Committee</p> <p>c) Operational & Finance Committee</p>

Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of shares held in the Company	32,06,534 equity shares [13.29%]
No. of Board meetings attended during the financial year 2018-19	5 out of 5 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	Son of Mr. Shiv Prakash Mittal and Spouse of Ms. Parul Mittal

Resolution at Item No. 6

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on November 16, 2014 approved the appointment of Ms. Parul Mittal, as Director-Design & Marketing and terms and conditions of appointment including remuneration payable to her for a period of five years with effect from November 11, 2014 to November 10, 2019.

Further her designation was changed from "Director-Design & Marketing" to "Whole-time Director" of the Company and also the remuneration payable to her was revised by the Members in the 4th Annual General Meeting of the Company held on August 21, 2017.

The details of remuneration paid to Ms. Parul Mittal during her tenure have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report of the relevant financial years.

The Board of Directors in their meeting held on June 13, 2019, considering the scale of operations of the Company and her increased involvement to enhance brand value through various innovative marketing strategies, to promote brand building at national and international level, to develop and execute marketing strategy, to build and maintain relationship with research organizations, advertising agencies and product promotional houses, among others, and her active involvement in other functions like CSR, administration, purchase & supply chain and related activities, subject to approval of shareholders of the Company, has accorded approval for re-appointment of Ms. Parul Mittal, as Whole-time Director for a term of 5 years with effect from November 11, 2019 to November 10, 2024. The same was recommended by the Nomination and Remuneration Committee to the Board for approval in its meeting held earlier on the same day. While recommending the said re-appointment, the Nomination and Remuneration Committee also recommended to increase the profit based commission

payable to Ms. Parul Mittal on annual basis as part of her remuneration from 1.5 (one and a half) percent to 2 (two) percent, rest all the components of the remuneration payable to her shall remain unchanged.

Ms. Parul Mittal is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4)(iv) of the Companies Act, 2013; Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction and accordingly the necessary approval of the Audit Committee for this agenda was obtained at its meeting held on June 13, 2019. Pursuant to the provisions of Sections 196, 197 and 203 read with Part I and Section I of Part II of Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment and revision in the profit based commission of Ms. Parul Mittal, Whole-time Director requires approval of Members of the Company.

Pursuant to the Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being effective from April 01, 2019, any payment of remuneration to executive-promoter directors (where there are two or more such directors) of the Company in excess of 5% of net profits in aggregate will require the approval of the Members of the Company by way of a Special Resolution. The aggregate annual remuneration of the Executive Directors of the Company to be paid to them during their term of 5 years commencing from November 11, 2019 to November 10, 2024 is envisaged to be in excess of 5% of net profits of the Company. Accordingly, approval of the shareholders by way of Special Resolution is required for payment of remuneration to Ms. Parul Mittal, as proposed. The Board

recommends the resolutions set forth in Item No. 6 for the approval of Members by way of Special Resolution.

Ms. Parul Mittal, Whole-time Director of the Company and her relatives (including Mr. Saurabh Mittal and Mr. Shiv Prakash Mittal, who are also directors of the Company) are deemed to be interested in the proposed resolution mentioned at Item No. 6 of the Notice.

The resolution along with the explanatory statement above may be treated as a written memorandum under Section 190 of the Companies Act, 2013 and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any of the shareholders of the Company without payment of any fee.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 6 of the Notice.

Brief Profile of Ms. Parul Mittal, Whole-time Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Ms. Parul Mittal
Father's Name	Shri Indraj Singh
Date of Birth	November 21, 1977
Age	41 Years
Date of first Appointment	November 11, 2014
Expertise in specific functional areas	Ms. Parul Mittal is a commerce graduate and possesses expert knowledge in the area of brand management. Prior to joining the Board of Greenlam Industries Limited, she was associated with Greenply Industries Limited for more than 5 years and engaged in various important functions of Greenply viz. promoting brand building at national and international level, developing and execute marketing strategy, building and maintaining relationship with research organizations, advertising agencies and product promotional houses. Her experience and guidance in the area of brand management is expected to continue to enhance our Company's image in the market significantly. Further, post her appointment in the Company, she has also been actively involved in the area of CSR, administration, purchase & supply chain and other related activities.
Qualification	B.Com
Directorship held in other companies	<ul style="list-style-type: none"> • Prime Properties Private Limited • Greenply Leasing & Finance Private Limited • S. M. Safeinvest Private Limited
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman: Nil</p> <p>Member: a) Corporate Social Responsibility Committee b) Operational & Finance Committee</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of shares held in the Company	4,78,800 equity shares [1.98%]
No. of Board Meetings attended during the financial year 2018-19	4 out of 5 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	Spouse of Mr. Saurabh Mittal and Daughter-in-law of Mr. Shiv Prakash Mittal

Resolution at Item No. 7

The Members of the Company at the 1st Annual General Meeting of the Company held on October 30, 2014 appointed Mr. Vijay Kumar Chopra, as an Independent Director of the Company for a period of five years with effect from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting.

The Board of Directors in their meeting held on June 13, 2019, considering the valuable contribution made by Mr. Vijay Kumar Chopra on the strategic and critical issues, especially on the financial matters, during the course of the Board and Committee meetings of the Company and the valuable advice, suggestion and guidance given to the management of the Company from time to time, among others, subject to approval of shareholders of the Company, has accorded approval for re-appointment of Mr. Vijay Kumar Chopra, as an Independent Director for a second term of 3 years with effect from the conclusion of 6th Annual General Meeting ('AGM') up to 9th AGM to be held in the calendar year 2022. The same was referred by the Nomination and Remuneration Committee to the Board for approval in its meeting held earlier on the same day. Mr. Vijay Kumar Chopra is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4) (iv) of the Companies Act, 2013; Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction and accordingly the necessary approval of the Audit Committee for this agenda was obtained at its meeting held on June 13, 2019. Pursuant to the provisions of Sections 149, 152 read with Schedule IV

and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment of Mr. Vijay Kumar Chopra, Independent Director requires approval of Members of the Company by way of a Special Resolution pursuant to Section 149(10) of the Companies Act, 2013 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Mr. Vijay Kumar Chopra would attain the age of 75 years during the tenure of his second term. The Board recommends the resolutions set forth in Item No. 7 for the approval of Members by way of Special Resolution.

Mr. Vijay Kumar Chopra, Independent Director of the Company is deemed to be interested in the proposed resolution mentioned at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 7 of the Notice.

Brief Profile of Mr. Vijay Kumar Chopra, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Vijay Kumar Chopra
Father's Name	Late Shri Krishan Kumar Chopra
Date of Birth	March 06, 1946
Age	73 years
Date of first Appointment	October 30, 2014
Brief Resume and expertise in specific functional areas	Mr. Vijay Kumar Chopra is a commerce graduate from Sri Ram College of Commerce, Delhi University and a fellow member of the Institute of Chartered Accountants of India. He has over 35 years of banking experience at senior level positions at Corporation Bank, SIDBI, Oriental Bank of Commerce and Central Bank of India. His last appointment has been as whole time member of the SEBI.
Qualification	B.Com, Chartered Accountant

Directorship held in other companies	<ul style="list-style-type: none"> • Havells India Limited • Future Enterprises Limited • Sheela Foam Limited • Pegasus Assets Reconstruction Private Limited • India Infoline Finance Limited • Milestone Capital Advisors Private Limited • IIFL Facilities Services Limited • IIFL Finance Limited 																												
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman:</p> <p>a) Audit Committee</p> <p>b) Nomination and Remuneration Committee</p>																												
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Sheela Foam Limited	Nomination & Remuneration Committee																												
IIFL Facilities Services Limited	Audit Committee																												
Number of shares held in the Company	Nil																												
No. of Board meetings attended during the financial year 2018-19	5 out of 5 Board Meetings																												
Relationship with other Directors, Manager and KMPs of the Company	None																												

Resolution at Item No. 8

The Members of the Company at the 1st Annual General Meeting of the Company held on October 30, 2014 appointed Ms. Sonali Bhagwati Dalal, as an Independent Director of the Company for a period of five years with effect from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting.

The Board of Directors in their meeting held on June 13, 2019, considering the valuable contribution made by Ms. Sonali Bhagwati Dalal on the designing, application, marketing and quality of products of the Company from time to time and the valuable advice, suggestion and guidance given to the management of the Company during the course of the Board and Committee meetings of the Company among others, subject to approval of shareholders of the Company, has accorded approval for re-appointment of Ms. Sonali Bhagwati Dalal, as Independent Director for a second term of 1 year with effect from the conclusion of 6th Annual General Meeting ('AGM') up to 7th AGM to be held in the calendar year 2020. The same was referred by the Nomination and Remuneration Committee to the Board for approval in its meeting held earlier on the same day. Ms. Sonali Bhagwati Dalal is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4)(iv) of the Companies Act, 2013; Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the Audit Committee has to accord its approval to any related party transaction and accordingly the necessary approval of the Audit Committee for this agenda was obtained at its meeting

held on June 13, 2019. Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid re-appointment of Ms. Sonali Bhagwati Dalal, Independent Director requires approval of Members of the Company by way of a Special Resolution pursuant to Section 149(10) of the Companies Act, 2013. The Board recommends the resolutions set forth in Item No. 8 for the approval of Members by way of Special Resolution.

Ms. Sonali Bhagwati Dalal, Independent Director of the Company is deemed to be interested in the proposed resolution mentioned at Item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 8 of the Notice.

Brief Profile of Ms. Sonali Bhagwati Dalal, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Ms. Sonali Bhagwati Dalal
Father's Name	Late Justice P. N. Bhagwati Dalal
Date of Birth	October 15, 1961
Age	57 years
Date of first Appointment	October 30, 2014
Brief Resume and expertise in specific functional areas	Ms. Sonali Bhagwati Dalal is Graduated with top honours in Architecture from CEPT Ahmedabad, earning the prestigious L'Institute Francaise D'Architecture scholarship to work in Paris for a year. She has nearly 30 years of architectural and interior design experience wherein she earned numerous awards and accolades and is acknowledged as part of the top twenty architects of India. She is president of Designplus, an internationally recognized contemporary design firm.
Qualification	Architect
Directorship held in other companies	<ul style="list-style-type: none"> • Greenply Industries Limited • Selan Exploration Technology Limited • Spazzio Projects and Interiors Private Limited • Fade to Black Design and Media Private Limited

Chairman/member of the committee of the Board of Directors of the Company	Chairman: Nil Member: a) Audit Committee b) Corporate Social Responsibility Committee c) Stakeholders' Relationship Committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Nil
Number of shares held in the Company	Nil
No. of Board meetings attended during the financial year 2018-19	5 out of 5 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	None

Resolution at Item No. 9

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on June 13, 2019 approved the appointment of Mr. Sandip Das (DIN: 00116303) as an Additional Director in the category of Independent Director, not liable to retire by rotation, for a term of five years with effect from June 13, 2019 valid till June 12, 2024.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable clause of Articles of Association of the Company, Mr. Sandip Das shall hold office up to the date of this Annual General Meeting ("AGM") as he is appointed by the Board as Additional Director and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160(1) of the Companies Act, 2013 received in writing a notice from Mr. Sandip Das, signifying his candidature as a Director and also received a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his

ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company.

Terms and conditions of his appointment as mentioned in the letter for appointment of Mr. Sandip Das as Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the ensuing Annual General Meeting.

Mr. Sandip Das is deemed to be interested in the proposed resolution mentioned at Item No. 9 of the Notice.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolutions set forth in Item No. 9 for the approval of Members by way of an Ordinary Resolution.

Brief Profile of Mr. Sandip Das, Independent Director pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, is provided in the table below:

Name of the Director	Mr. Sandip Das								
Father's Name	Mr. Sourya Ranjan Das								
Date of Birth	January 11, 1958								
Age	61 years								
Date of first Appointment	June 13, 2019								
Brief resume and expertise in specific functional areas	Mr. Sandip Das is one of Asia's most respected telecommunications professionals and an acclaimed Chief Executive. He was formerly the MD & CEO of Reliance Jio Infocomm Limited, Group CEO of Maxis Communications Berhad, Malaysia and CEO of Hutchison Essar Telecom (now Vodafone), India. He also sat on the boards of all these companies as Executive Director. He was one of the founding members of private telephony in India and was part of the group of individuals that founded Hutchison Max Telecom in 1994. He also led one of the world's largest telecom IPOs, raising \$3.5 billion for Maxis in 2009. He was listed among the top 100 Most Powerful Global Telecom people for four years by Global Telecom magazine. He has also been awarded the Lifetime Achievement Award for his contribution to Indian Telecom by Voice & Data magazine, Cyber Media Publications. He was voted Best Malaysian CEO by Finance Asia. Currently Mr. Sandip Das is a Board Advisor of reputation management firm Astrum, besides consulting for International banks and Investment firms.								
Qualification	MBA, BE (Mechanical Engineering) and Advanced Management Programme								
Directorship held in other companies	<ul style="list-style-type: none"> • Sterlite Technologies Limited • Exhibitions India Private Limited 								
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman: Nil</p> <p>Member: a) Audit Committee b) Nomination and Remuneration Committee</p>								
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<p>Chairman:</p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> </tr> </thead> <tbody> <tr> <td>Sterlite Technologies Limited</td> <td>Nomination & Remuneration Committee</td> </tr> </tbody> </table> <p>Member:</p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> </tr> </thead> <tbody> <tr> <td>Sterlite Technologies Limited</td> <td>Audit Committee</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Sterlite Technologies Limited	Nomination & Remuneration Committee	Name of the Company	Name of the Committee	Sterlite Technologies Limited	Audit Committee
Name of the Company	Name of the Committee								
Sterlite Technologies Limited	Nomination & Remuneration Committee								
Name of the Company	Name of the Committee								
Sterlite Technologies Limited	Audit Committee								
Number of shares held in the Company	Nil								
No. of Board meetings attended during the financial year 2018-19	Not Applicable								
Relationship with other Directors, Manager and KMPs of the Company	None								

Resolution at Item No. 10

Sections 149 and 197 of the Companies Act, 2013 permits the payment of remuneration to Non-Executive Directors of a Company either by way of a monthly payment or a specified percentage of the net profits of the company or partly by one way and partly by the other. Further, the said Section also states that where the company has managing director or whole-time

director or manager, then a maximum of 1% of its net profits can be paid as remuneration to its Non-Executive Directors (NEDs). In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profits can be paid. Thus, the basis of payment to the NEDs is the net profits of the Company.

The members of the Company had approved, by passing an Ordinary resolution in the 4th Annual General

Meeting held on August 21, 2017, the payment of annual commission to the Independent Directors, up to ₹10,00,000 (exclusive of applicable taxes) (enhanced the previously approved commission of ₹7,50,000) to each of the Independent Directors of the Company subject to the limit that the total commission to all the Non-executive Directors along with the applicable tax thereon, if any, shall not exceed 1% of the net profits of the Company in any financial year.

The details of Commission and sitting fees paid to Non-Executive Directors during the financial year 2018-19 is provided in the Directors' Report and the Corporate Governance Report of the relevant financial years.

The role of Independent Directors (IDs) and the degree and quality of their engagement with the Board, Committees and the Company has undergone significant change over a period of time with the changes in the Corporate Governance norms under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is being hugely benefited from the expertise, advice and inputs provided by the IDs. They devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company from time to time. The level of remuneration to the IDs should be reasonable and sufficient to attract, retain and motivate IDs to contribute to the best of their quality and ability to run the Company successfully.

With a view to encourage the involvement of Independent Directors of the Company as well as to motivate them to contribute significantly to the growth of the Company by bringing with them professional expertise, rich and wide experience, the Board of Directors in their meeting held on June 13, 2019, on the reference of Nomination and Remuneration Committee had approved to increase the payment of annual commission of each Independent Directors of the Company to ₹18,00,000/- (exclusive of applicable taxes) with effect from the financial year 2019-20 subject to

the condition that total commission to non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time.

However, if annual commission entitlement of all the non-executive directors exceeds 1(one) percent of the net profits of the Company for any financial year, then annual commission payout to all such directors shall be reduced on pro-rata basis so as to ensure that the total annual commission payout is capped at 1(one) percent of the net profits of the Company for that year.

The IDs of the Company are related parties to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4)(iv) of the Companies Act, 2013; Regulation 18(3) and 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms of reference duly approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction. However, adequate quorum couldn't be established at the Nomination and Remuneration Committee Meeting and Audit Committee Meeting as the IDs were considered as interested for the said agenda and therefore the agenda was referred to the Board for their consideration and the same was duly approved by the Board.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the revision in the annual commission of IDs as mentioned above requires approval of Members of the Company by way of an ordinary resolution and accordingly the Board of Directors recommends passing of the resolution as an Ordinary Resolution in the best interest of the Company.

Mr. Vijay Kumar Chopra, Ms. Sonali Bhagwati Dalal and Mr. Sandip Das all being the Independent Directors of the Company, may be deemed to be concerned or interested in the proposed resolution mentioned at Item No. 10 of the Notice.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned above, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Place: New Delhi
Date: June 13, 2019

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

By order of the Board
For Greenlam Industries Limited

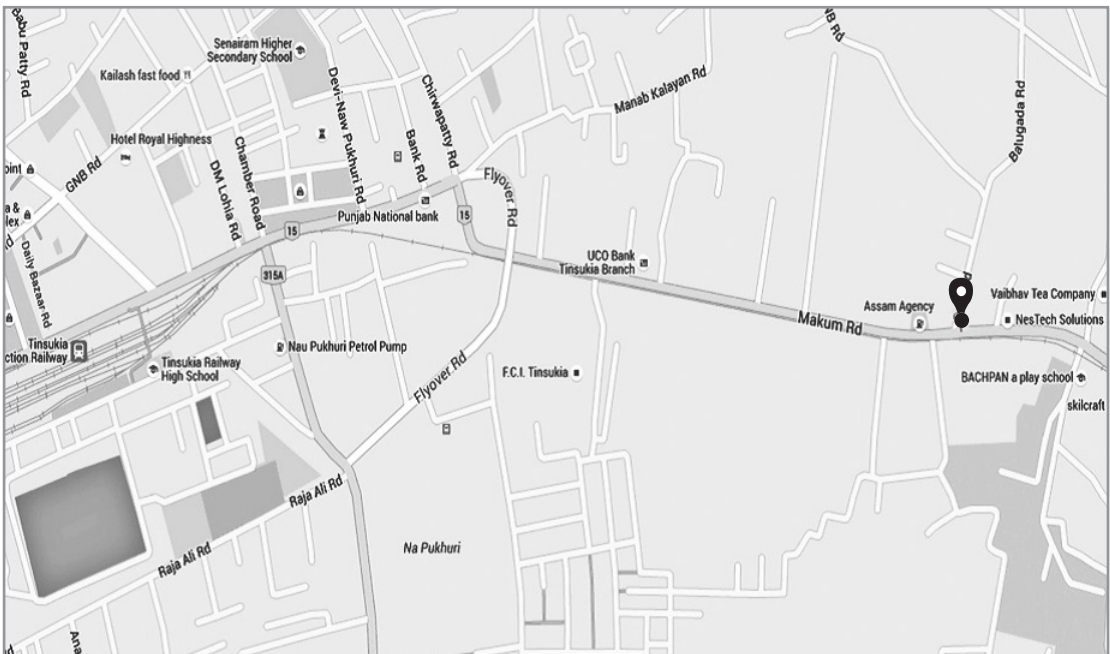
Prakash Kumar Biswal
Company Secretary &
Vice President - Legal

Details of Directors Seeking appointment/re-appointment at the 6th Annual General Meeting

Brief Profile of Mr. Shiv Prakash Mittal, Director of the Company, who is liable to retire by rotation, seeking re-appointment in the forthcoming Annual General Meeting, pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, is provided in the table below:

Name of the Director	Mr. Shiv Prakash Mittal
Father's Name	Late Shri Sanwormal Palriwal
Date of Birth	April 07, 1949
Age	70 years
Date of first appointment on the Board of the Company	August 12, 2013
Expertise in specific functional areas	Mr. Shiv Prakash Mittal holds a bachelor's degree in science from the University of Calcutta. He is one of the founders of Greenply Industries Limited. He was also associated with Kitply Industries Limited for 21 years. He has over thirty five years of experience in the fields of production and marketing in plywood, laminates and allied products.
Qualification	B.Sc.
Directorship held in other companies	<ul style="list-style-type: none"> • Greenply Industries Limited • Greenpanel Industries Limited • Prime Holdings Private Limited • Bluesky Projects Private Limited • Educational Innovations Private Limited • Niranjana Infrastructure Private Limited • Showan Investment Private Limited • Vanashree Properties Private Limited
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman:</p> <p>a) Stakeholders' Relationship Committee</p> <p>Member:</p> <p>b) Nomination and Remuneration Committee</p> <p>c) Corporate Social Responsibility Committee</p> <p>d) Operational & Finance Committee</p>
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<p>Chairman: Nil</p> <p>Member:</p> <p>a) Nomination and Remuneration Committee</p> <p>b) Operational Committee</p>
Number of shares held in the Company	5,06,000 equity shares [2.10%]
No. of Board meetings attended during the financial year 2018-19	4 out of 5 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	Father of Mr. Saurabh Mittal and Father-in-law of Ms. Parul Mittal

Route map to the AGM venue



 Greenlam Industries Limited
Mukum Road, Tinsukia, Assam – 786 125



Greenlam Industries Limited

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

Form MGT-11 Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L21016AS2013PLC011624
Name of Company	GREENLAM INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam-786125 Phone No.: +91-11-42791399, Fax No.:+91-11-42791330 Website: www.greenlamindustries.com, Email: investor.relations@greenlam.com
Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No./ Client Id:	
DP ID:	

I/We, being the member(s) of shares of the above named company, hereby appoint

- Name: _____ Address: _____
E-mail Id: _____ Signature _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature _____ or failing him;
- Name: _____ Address: _____
E-mail Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Saturday, August 10, 2019 at 09:15 a.m. at Registered Office of the Company at Makum Road, Tinsukia, Assam-786125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2	To declare dividend on equity shares of the Company for the financial year ended March 31, 2019.
3	To appoint a director in place of Mr. Shiv Prakash Mittal (DIN: 00237242), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4	To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of 6 th Annual General Meeting until the conclusion of the 11 th Annual General Meeting and to fix their remuneration.
5	To re-appoint Mr. Saurabh Mittal as Managing Director & CEO of the Company.
6	To re-appoint Ms. Parul Mittal as Whole-time Director of the Company.
7	To re-appoint Mr. Vijay Kumar Chopra as an Independent Director of the Company.
8	To re-appoint Ms. Sonali Bhagwati Dalal as an Independent Director of the Company.
9	To appoint Mr. Sandip Das as an Independent Director of the Company.
10	To revise the annual commission payable to Independent Directors of the Company.

Signed this day of 2019

Signature of Proxy holder(s)

Signature of the Shareholder



Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Greenlam Industries Limited

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

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID :

Name and Address of the Shareholder :

Joint Holder(s) :

No. of Shares :

I/We hereby record my/our presence at the 6th Annual General Meeting of the Company being held on Saturday, August 10, 2019 at 09:15 a.m. IST at the Registered Office of the Company at Makum Road, Tinsukia, Assam-786125.

Signature of Shareholder(s)/proxy present

Notes:

1. Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting venue duly signed.
2. Only Shareholders or Proxies will be allowed to attend the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
190711005	

Note: Please read the note no. 21, 24 to 33 of the Notice of the 6th Annual General Meeting dated June 13, 2019, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. IST of August 07, 2019 and ends at 5:00 p.m. IST of August 09, 2019.