



Greenlam
Industries Limited

GREENLAM INDUSTRIES LIMITED

CIN: L21016DL2013PLC386045

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

Phone: +91-11-42791399, **Email:** investor.relations@greenlam.com

Website: www.greenlamindustries.com

POSTAL BALLOT NOTICE

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

NOTICE is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**) Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) to transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of Greenlam Industries Limited (**"the Company"**) through remote e-voting i.e. voting through electronics means (**"Remote e-voting"**).

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

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

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of your Company at its meeting held on February 02, 2024, has appointed Mr. Dilip Kumar Sarawagi (Membership No. A13020 and C.P No. 3090), Proprietor of DKS & Co., Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

The Remote e-voting period will commence from 09.00 a.m. (IST) on Friday, March 15, 2024 and will end at 5.00 p.m. (IST) on Saturday, April 13, 2024. The Scrutinizer shall submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through Remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, April 16, 2024. The result of the postal ballot along with the Scrutinizers' Report would be intimated to BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**) where the securities of the Company are listed and would also be placed on the website of the Company i.e. www.greenlamindustries.com and also on the website of Link Intime (India) Private Limited (**"LI IPL"**), agency being appointed for the purpose of providing Remote e-voting facility to the shareholders at <https://instavote.linkintime.co.in>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 days from the date of declaration of voting results.

SPECIAL BUSINESSES:

Item No. 1

Re-appointment of Mr. Sandip Das (DIN: 00116303) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of

Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Articles of Association of the Company and based upon the recommendations of Nomination, Remuneration and Compensation Committee, Audit Committee and the Board of Directors, Mr. Sandip Das (DIN: 00116303), who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from June 13, 2019 to June 12, 2024, and who is eligible for re-appointment and who meets the criteria for independence as provided in

Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years commencing from June 13, 2024 to June 12, 2029 at such remuneration as may be approved by the Board/Members from time to time and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman, Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO, 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: February 02, 2024

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

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

Registered Office:

203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi-110037

NOTES:

1. The Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("**Act, 2013**") read with the rules framed thereunder ("**Rules**") stating material facts and reasons for the proposed resolution is annexed hereto for your consideration.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular 02/2022 dated May 05, 2022, General Circular 10/2022 and General Circular 11/2022 dated December 28, 2022, General Circular 09/2023 dated September 25, 2023 and other applicable circulars issued by the Ministry of Corporate

Affairs ("**MCA**") (hereinafter collectively referred to as "**Circulars**"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

The Members may note that this Postal Ballot Notice will also be available on the Company's website, www.greenlamindustries.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of LIPL, the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>.

3. If your e-mail address is not registered with the Company/Depositories, you may register the same by completing the process for registration of e-mail address as under:

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

4. Further, the Resolution, if passed by Members with requisite majority i.e. special resolution, shall be deemed to have been passed on the last date of Remote e-voting i.e. April 13, 2024.
5. The documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are uploaded on the website of the Company www.greenlamindustries.com to facilitate online inspection till the last date of Remote e-voting. The documents shall also be available for inspection at the Registered Office between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to investor.relations@greenlam.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.
6. If you have any dispute against the Company and / or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, you can file an arbitration application with Stock Exchange.
7. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal
 - I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
 - II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
 - III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
8. The instructions for Remote e-voting are as under:
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, 2013 read with the Rules, and Regulation 44 of the Listing Regulations and the Circulars, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) to provide the facility of Remote e-voting to all the Members to enable them to cast their votes electronically in respect of the special businesses as mentioned in this postal ballot notice.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 08, 2024 ("**Cut-off date**"). Only those

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The Remote e-voting period will commence from 09.00 a.m. (IST) on March 15, 2024 and will end at 5.00 p.m. (IST) on April 13, 2024. The Remote e-voting module shall be disabled by LIPL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- iii. The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi (Membership No. A13020 and C.P No. 3090), Proprietor of DKS & Co., Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.
- iv. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in National Capital Territory of Delhi (in vernacular language i.e. Hindi) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at www.greenlamindustries.com. The said public notice shall also mention the process for registration of email-ids by those Members who have not yet registered their email-ids with the Company.
- v. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
- vi. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
- vii. For any query connected with the Resolutions proposed to be passed by means of Postal Ballot through Remote e-voting, members may contact Company's Registrar & Share Transfer Agent (RTA), Link Intime India Private

Limited (LIPL), Mr. Rajiv Ranjan, Assistant Vice President e-voting, Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410592; Fax No.: +91-11-41410591; Email: enotices@linkintime.co.in & delhi@linkintime.co.in) or Mr. Prakash Kumar Biswal, Company Secretary & Vice President-Legal of the Company by sending email at prakash.biswal@greenlam.com or call at +91-11-42791399, Address: 203, 2nd Floor, West Wing, Worldmark 1, Aerocity, IGI Airport, Hospitality District, New Delhi- 110037.

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

As per the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various e-voting service providers (ESP) portals directly from their demat accounts.

Login method for Individual shareholders holding securities in de-mat mode is given below:

1. Individual Shareholders holding securities in de-mat mode with NSDL:
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is

available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit de-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in de-mat mode with CDSL:
 1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is

available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

4. Alternatively, the user can directly access e-Voting page by providing de-mat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the de-mat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in de-mat mode) login through their depository participants. You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No. (240100) + Folio Number registered with the

Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able

to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

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

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in de-mat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at

above mentioned depository/ depository participant’s website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through Remote e-voting unblock the votes cast through Remote e-voting and issue, not later than April 16, 2024, a scrutinizer’s report of the total votes cast in favor and against, if any, to the Chairman of the Company or any person authorized by him.
2. The result of the Postal Ballot along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.greenlamindustries.com and on the website of LIIPPL at <https://instavote.linkintime.co.in/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 days from the date of declaration of voting results.

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

Item No. 1

Mr. Sandip Das (00116303) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from June 13, 2019 to June 12, 2024 (both days inclusive) and his appointment was approved by the members of the Company at the 6th Annual General Meeting of the Company held on August 10, 2019. His tenure as an Independent Director is valid till June 12, 2024 and he is eligible for re-appointment for a second term on the Board of the Company.

In accordance with Section 149 (10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Mr. Sandip Das fulfills the requirements to act as an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The Nomination, Remuneration and Compensation Committee (NRC) of the Board of Directors at its meeting held on February 01, 2024, on the basis of the report of performance evaluation of Mr. Sandip Das and considering his professional background, expertise, experience and his contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company, has recommended his reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from June 13, 2024 to June 12, 2029, to the Board of Directors subject to approval of the Members of the Company.

The Board of Directors, on the basis of recommendation of the NRC, at its meeting held on February 02, 2024 has approved and recommended his reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from June 13, 2024 to June 12, 2029, to the Members of the Company for their approval.

In the opinion of NRC and the Board of Directors, Mr. Sandip Das possesses core competencies, leadership skills, knowledge and experience and that his continued association as an Independent Director of the Company would immensely benefit the Company. Mr. Sandip Das fulfills the conditions

specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Sandip Das for the office of independent director under the provisions of Section 149 of the Act for the second term. The Company has received all statutory disclosures / declarations from Mr. Sandip Das, including

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and also not been debarred from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any such other Statutory Authority, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Regulation 16(1)(b) of the Listing Regulations.

A copy of the draft letter for the reappointment of Mr. Sandip Das as an Independent Director setting out the terms and conditions is available for inspection electronically as the same would be uploaded on the website of the Company at www.greenlamindustries.com. The aforesaid documents shall also be made available for inspection at Registered Office on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. till the last date of Remote e-voting i.e. April 13, 2024.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of the other Directors, Promoters and Key

Managerial Personnel of the Company and their relatives, except for Mr. Sandip Das or his relatives, to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the

additional information as per Regulation 36 of the Listing Regulations and Secretarial Standard 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of Listing Regulations, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Name of the Director	Mr. Sandip Das
Father's Name	LATE MR. SOURYA RANJAN DAS
Date of Birth	11 th January 1958
Age	66 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 listed among the top 100 Globally Most Powerful Leaders in Telecom by Global Telecom magazine for four years. He is currently an Independent Director of Sterlite Technologies Limited, Director of Smart Express Private Limited, Senior Advisor to Analysys Mason, Advisor to a UK-based investment company, reputation management firm Astrum, Mentor to C-Suite executives, Member National Board Council (Russell Reynolds), besides consulting for investment companies. He was formerly the MD & CEO of Reliance Jio, Group CEO and Executive Director of Maxis Communications Berhad, Malaysia and CEO & Board Director of Hutchison Essar Telecom, India (Orange, Hutch).
Qualification	Sandip Das is an MBA from Faculty of Management Studies (FMS), University of Delhi, holds a BE (Mechanical Engineering) degree from NIT, Rourkela and is an Advanced Management Programme (AMP 188) graduate from Harvard Business School, Boston.
Terms and conditions of appointment	The draft terms and conditions of his appointment as Independent Director would be available for inspection electronically and the same would be uploaded on the website of the Company at www.greenlamindustries.com
Directorship held in other companies along with names of listed entities from which the person has resigned in the past three years	Directorship held in other companies: 1. Sterlite Technologies Limited 2. Smart Express Private Limited Listed Entities from which person has resigned in past three years None
Chairman/member of the committee of the Board of Directors of the Company	Greenlam Industries Limited Chairman of Nomination, Remuneration & Compensation Committee Member of Audit Committee, Corporate Social Responsibility Committee and Risk Management Committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Sterlite Technologies Limited Chairman of Nomination & Remuneration Committee Member of Audit Committee, Stakeholders' Relationship Committee and Risk Management Committee

Number of shares held in the Company including shareholding as a beneficial owner	15,025 equity shares
No. of Board meetings attended during the previous financial year	06
Relationship with other Directors, Manager and KMPs of the Company	None
Details of remuneration sought to be paid, if any	Mr. Sandip Das would be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Non-Executive Directors of the Company as approved by the Board of Directors from time to time and annual commission of Rs. 18,00,000/- (exclusive of applicable taxes) in line with the annual commission payable to other Non Executive Directors of the Company as approved by the members of the Company in 6th Annual General Meeting held on August 10, 2019, till further revision of the same.
Remuneration last drawn, if any	He was paid the sitting fees for attending the Board and Committee Meetings and Annual Commission of Rs. 18 Lakhs during the previous year 2022-23.
Justification for choosing the appointee for appointment and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>In the opinion of the NRC and the Board, Mr. Sandip Das possesses core competencies, leadership skills, knowledge and experience that his continued association as an Independent Director of the Company would immensely benefit the Company, and hence, it is desirable to reappoint him as an Independent Director of the Company for second term of five years commencing from June 13, 2024. Considering his professional background, expertise, experience and his contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company, the NRC and the Board, has recommended his reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from June 13, 2024 to June 12, 2029, to the Members of the Company for their approval.</p> <p>Mr. Sandip Das fulfills the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.</p>

Place: New Delhi
Date: February 02, 2024

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

Registered Office:

203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi-110037

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