



GREENLAM INDUSTRIES LIMITED

Registered & Corporate Office: 203, 2nd Floor, West Wing, Worldmark 1, Aerocity,
IGI Airport, Hospitality District, New Delhi - 110037, India
Phone: +91-11-42791399, CIN: L21016DL2013PLC386045
Email: investor.relations@greenlam.com | website: www.greenlamindustries.com

Notice

NOTICE is hereby given that the 10th Annual General Meeting (“AGM”) of the Members of Greenlam Industries Limited for the financial year ended March 31, 2023 will be held on Friday, August 04, 2023, at 11:30 a.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in accordance with the applicable provisions of the Companies Act, 2013 (“Act, 2013”) and rules framed thereunder read with General Circular No. 20/2020 dated May 05, 2020 and 10/2022, 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) read together with other relevant circulars issued by MCA in this regard and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by SEBI read together with other relevant circulars issued by SEBI in this regard and other applicable circulars, 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, 2023, 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, 2023.
3. To appoint a director in place of Ms. Parul Mittal (DIN: 00348783), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSSES

4. Alteration in Articles of Association 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 provisions of Section 5, 14, 15 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant/applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to amend the Articles of Association (“AOA”) of the Company as follows:

- a. The existing Clause 178 of AOA be and is hereby renumbered as Clause 178.1;
- b. Following Clause shall be inserted after Clause 178.1 and shall be serially numbered as 178.2:

“178.2 The Board of Directors shall have a right to appoint such person nominated by the Debenture Trustee as Nominee Director on the Board of Directors of the Company in accordance with the applicable provisions of the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 and/or under the relevant provisions of the Companies Act, 2013 and rules and regulations made thereunder on such event(s) as prescribed under the applicable laws read with relevant rules and regulations and such Nominee Director shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT 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 of the Company be and are hereby severally authorized 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.”

5. Approval for continuation of Directorship of Mr. Shiv Prakash Mittal (DIN 00237242) as Non-Executive Director of the Company beyond the age of 75 years

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 Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Shiv Prakash Mittal (DIN 00237242) as Non-Executive Director of the Company, liable to retire by rotation, upon attaining the age of 75 years on April 07, 2024 on such terms and conditions as may be decided from time to time.

RESOLVED FURTHER THAT 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 of the Company be and are hereby severally authorized 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. Regularization of appointment of Mr. Jalaj Ashwin Dani (DIN 00019080) as

Non-Executive Non-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 152, 160 & 161 and any other applicable provisions of Companies Act, 2013 (“Act”), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other relevant/applicable provisions including any statutory modification(s) or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Mr. Jalaj Ashwin Dani (DIN 00019080) who was appointed as an additional director of the Company with effect from June 29, 2023 and who holds office up to the date of next Annual General Meeting and in respect of whom a notice has been received in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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 of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable for giving effect to the foregoing resolution.”

Place: New Delhi
Date: June 29, 2023

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,
India

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

NOTES:

1. Ministry of Corporate Affairs ("**MCA**") has vide its General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, read with General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") and SEBI has vide its Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "**SEBI Circulars**") and other applicable circulars permitted holding of the Annual General Meeting ("**Meeting/AGM**") through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**"), without the physical presence of the Members, Directors, Auditors, Debenture Trustee or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 ("**Act, 2013**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. Additional information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") and Regulation 36(3) of the SEBI Listing Regulations in respect of re-appointment of Ms. Parul Mittal (DIN: 00348783), continuation of directorship of Mr. Shiv Prakash Mittal (DIN: 00237242) and appointment of Mr. Jalaj Ashwin Dani (DIN: 00019080) is annexed hereto.
3. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Link Intime (India) Private Limited ("**LI IPL**") to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM 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 also provided by LI IPL.
4. VC/OAVM facility provided by the Company, has a capacity to allow 2000 members to participate at the Meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination, Remuneration & Compensation Committee and Stakeholders' Relationship Committee, Auditors, Debenture Trustee etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
5. Company is providing two-way teleconferencing facility for the ease of participation of the members. The instructions for members attending/participating in the AGM through VC/OAVM are provided at point no. 29A.
6. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2022-23 and Notice of the 10th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company's website www.greenlamindustries.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-Voting service provider.
8. Pursuant to the provisions of the Act, 2013, a Member entitled to attend and vote at the Meeting 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. Since the 10th AGM is being held pursuant to the MCA Circulars, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the 10th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), not later than 48 hours before the AGM, pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf

and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to dksincs@yahoo.com.

10. The transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording the minutes of the proceedings of this AGM.
11. The dividend for the Financial Year ended March 31, 2023, as recommended by the Board, if declared will be credited/dispatched between August 05, 2023 and August 14, 2023 to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on Friday, June 30, 2023 (Record Date). 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.
12. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular No. 20/2020 dated May 05, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service.

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 their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar and Share Transfer Agent of the Company (R&T Agent) in case of the shares are held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member vide dispatch of dividend warrant/ cheque, as the case may be.

13. Members having any queries related to accounts and operations or any other matter to be placed at the AGM of the Company, may write to the Company through an email on investor.relations@greenlam.com, at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.
14. Members are requested to contact the Company's Registrar and Share Transfer Agent (RTA), Link Intime (India) Private Limited, Noble Heights, 1st Floor, Plot NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 (Phone No.: +91-11-41410593 and +91-11-49411000; 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).
15. Members are requested to note that, in terms of Sections 124 and 125 of the Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("**IEPF**"). Also, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to IEPF. Therefore, Members, who have not yet encashed their dividend for the financial year ended March 31, 2016, March 31, 2017, March 31, 2018, March 31, 2019, March 31, 2020, March 31, 2021 and March 31, 2022 are requested to make their claim to the Company's RTA i.e. LIPL immediately.

Members may further note that with respect to unclaimed/unpaid dividend for the financial year ended March 31, 2016, claims shall be filed on or before September 29, 2023, otherwise unpaid/unclaimed dividend of financial year ended March 31, 2016 along with equity shares in respect of which dividend have not been claimed/paid shall be transferred by the Company to IEPF and no claim shall lie against the Company in respect of dividend and shares so transferred. However, the concerned members may claim the same by making an application to the IEPF Authority.

16. As per Rule 5 of IEPF Rules, information containing the names, DP-Id Client-Id/Folio number and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, 2013, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is

- provided by the Company on its website www.greenlamindustries.com and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA, before the unclaimed dividends are transferred to the IEPF.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (**PAN**), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. LIPL in case shares are held in physical form.
 18. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed Form can be obtained from the Company's RTA i.e. LIPL. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to LIPL in case the shares are held in physical form.
 19. 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 RTA i.e. LIPL for consolidation into single folio.
 20. Securities and Exchange Board of India ("**SEBI**") has mandated that, no share can be transferred, transmitted and transposed in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer, transmission and transposition of shares in physical form. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. LIPL for assistance in this regard.
 21. 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/RTA i.e. LIPL.
 22. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. LIPL in case shares are held by them in physical form for receiving all communication including annual report, notices, circulars etc. from the Company electronically. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
 23. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
 24. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
 25. 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 Act, 2013 read with Rules issued thereunder will be made available electronically for inspection by the Members during the Meeting. All documents referred to in the Notice will also be available for electronic inspection from the date of circulation of this Notice up to the date of AGM. Also, the Notice for this 10th AGM along with requisite documents and the Annual Report for the financial year 2022-23 shall also be available on the Company's website www.greenlamindustries.com. Members seeking to inspect such documents can send an email to investor.relations@greenlam.com
 26. The remote e-voting facility will be available during the following voting period:
 - i. Commencement of remote e-voting: From 09:00 a.m. IST, Tuesday, August 01, 2023.
 - ii. End of remote e-voting: Up to 5:00 p.m. IST, Thursday, August 03, 2023.
 27. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, July 28, 2023 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter and the facility will be blocked forthwith.
 28. **Remote e-voting instructions for shareholders:**
Pursuant to SEBI Circular dated December 09, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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://evoting.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 demat 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the demat account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service providers.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No. (230219) + Folio Number registered with the Company. Non-Individual Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Non-Individual Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. 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. <p>* Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above;</p> <p>* Non-Individual Shareholders holding shares in NSDL, shall provide ‘D’ above;</p> <p>* 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);</p> <p>* Click “confirm” (Your password is now generated).</p> 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. <p>CAST YOUR VOTE ELECTRONICALLY:</p> <ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. e-Voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

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.

Individual Shareholders holding securities in Physical mode have forgotten their 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>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholder/member is having valid e-mail address, Password will be sent to his/her registered e-mail address.
 - Shareholders/members 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 (230219) + Folio Number registered with the Company

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

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

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

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 : 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 toll free no. 1800 22 55 33

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.

29. Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting, "Cast your vote"

2. Enter your 16 digit Demat Account No. / Folio Number and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on

“Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

29A. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the “Company” and ‘Event Date’ and register with your following details:-
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio Number
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

- Shareholders/members holding shares in **physical form shall provide Folio Number registered with the Company**

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your e-mail id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

29 B. Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company on the investor.relations@greenlam.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
30. 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.
31. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.

32. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
33. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
34. 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 e-voting at the AGM.
35. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
36. The Board of Directors of the Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, (Membership No. 13020 and CP No. 3090), Proprietor of M/s. DKS & Co., of 173, M.G. Road, 1st Floor, Kolkata – 700007 as the Scrutinizer to scrutinize remote e-voting and the e-voting process for the Annual General Meeting in a fair and transparent manner.
37. 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 using e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
38. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within two working days or three day, whichever is earlier, 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 two working days or three day, whichever is earlier, of conclusion of the AGM.
39. The Notice of the AGM shall be placed on the website of the Company and LIPL 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 LIPL 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.

Place: New Delhi
Date: June 29, 2023

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,
India

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

Details of Directors Seeking appointment/re-appointment at the 10th Annual General Meeting

Brief Profile of Ms. Parul Mittal (DIN: 00348783), Whole-time Director of the Company, who is liable to retire by rotation and is 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 ("the SEBI Listing Regulations") and other applicable provisions, if any, is provided in the table below:

Name of the Director	Ms. Parul Mittal
Father's Name	Late Shri Indraj Singh
Date of Birth	November 21, 1977
Age	45 years
Date of first Appointment	November 11, 2014
Brief resume and 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
Terms and conditions of re-appointment	The terms and conditions of re-appointment, are as approved by the members of the Company in 6 th Annual General Meeting held on August 10, 2019.
Directorship held in other companies including listed companies	<ul style="list-style-type: none"> • Greenlam South Limited • Prime Properties Private Limited • SM Greenlam Investments Private Limited (formerly Greenply Leasing & Finance Private Limited) • S. M. Safeinvest Private Limited
Names of listed entities from which she has resigned in the past three years	Nil
Chairman/member of the committee of the Board of Directors of the Company	<p>Chairman: Nil</p> <p>Member:</p> <ol style="list-style-type: none"> a) Risk Management Committee b) Corporate Social Responsibility Committee c) Operational & Finance Committee
Chairman/member of the committee of the Board of Directors of other listed companies in which she is a director	Nil
Number of shares held in the Company	23,94,000 equity shares [1.89%]
No. of Board Meetings attended during the financial year 2022-23	6 out of 6 Board Meetings

Relationship with other Directors, Manager and KMPs of the Company	Spouse of Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO of the Company and Daughter-in-law of Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman of the Company.
Details of remuneration sought to be paid, if any	The remuneration sought to be paid is as approved by the members of the Company in the 6 th Annual General Meeting held on August 10, 2019.
Remuneration last drawn, if any	The details of remuneration paid to her has been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report of the relevant financial years.

Place: New Delhi
Date: June 29, 2023

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,
India

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

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

Resolution at Item No. 4:

The Securities and Exchange Board of India (SEBI) has recently vide its Notification dated February 02, 2023 (SEBI Notification) amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations") wherein it has mandated that Articles of Association ("AOA") of an issuer of debt securities should contain a clause authorizing the Board of Directors of such issuer company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

Further, in case the AOA of the issuer companies whose debt securities are already listed on the date of SEBI Notification does not contain a provision for appointing a Nominee Director, as aforesaid, by the Debenture Trustee then such issuer companies should amend their AOA on or before September 30, 2023.

The Company has its privately placed Non-Convertible Debentures ("NCDs") listed at National Stock Exchange of India Limited. The Company is required to carry out necessary amendments in the Articles of Association (AOA) of the Company incorporating appropriate provisions for aligning the AOA of the Company with the said NCS Regulations. Accordingly, the Board of Directors, at their meeting held on May 27, 2023 have approved the alteration of AOA of the Company, subject to the approval of the Members of the Company by way of Special Resolution, by re-numbering the existing Article 178 as 178.1 and serially adding Article 178.2 after Article 178.1 to empower the Board to appoint such person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, on the Board of Directors of the Company.

The existing AOA of the Company as well as the AOA with the proposed amendments shall also be available for inspection in physical or electronic form at the registered office on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM.

The Board of Directors recommends the Resolution as set forth in Item No. 4 of the Notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 4 of the accompanying Notice.

Resolution at Item No. 5:

Mr. Shiv Prakash Mittal (DIN 00237242) has been on the Board of the Company since its inception and appointed as Non-Executive Chairman w.e.f. November 11, 2014.

In terms of the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mr. Shiv Prakash Mittal will attain the age of 75 years on April 07, 2024, continuation of his directorship, post attaining the age of 75 (seventy five) years, shall require approval of the members of the Company by way of a special resolution.

Mr. Shiv Prakash Mittal has over forty years of vast experience in the fields of production and marketing in plywood, laminates and allied products. Considering Mr. Shiv Prakash Mittal's vast knowledge and expertise in the business domain of the Company, and his significant contribution to the overall growth of the Company since inception, the Board is of the opinion that his continued association with the Company would be of immense benefit to the Company.

Thus, on the recommendation of Nomination, Remuneration & Compensation Committee ("NRC") and based on the skills, experience and knowledge of Mr. Shiv Prakash Mittal, the Board of Directors at its Meeting held on June 29, 2023, have approved the continuation of directorship of Mr. Shiv Prakash Mittal (DIN 00237242) as Non-Executive Director of the Company even after attaining the age of 75 years on April 07, 2024 and accordingly recommends the Special Resolution set forth in Item No. 5 for the approval of Members of the Company in the best interest of the Company.

Mr. Shiv Prakash Mittal and his relatives i.e. Mr. Saurabh Mittal, Managing Director & CEO and Ms. Parul Mittal, Whole-time Director of the Company, are deemed to be concerned or interested in the proposed resolution mentioned at Item No. 5 of the accompanying 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 Resolution set out at Item No. 5 of the accompanying Notice.

Brief Particulars of Mr. Shiv Prakash Mittal (DIN 00237242) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2), 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	74 Years
Date of first Appointment	August 12, 2013
Brief resume and expertise in specific functional areas	Mr. Shiv Prakash Mittal holds a bachelor's degree in science from the University of Calcutta. He has over forty years of vast experience in the fields of production and marketing of plywood, laminates and allied products.
Qualification	B.Sc.
Terms and conditions of continuation of Directorship	He has been on the Board of the Company since its inception and appointed as Non-Executive Chairman w.e.f. November 11, 2014. His office as a Director is liable to retire by rotation. He is paid an annual commission, as approved by the members of the Company, of Rs. 18,00,000/- (exclusive of applicable taxes) with effect from the financial year 2019-20, subject to the condition that total commission to the non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time and he is also paid sitting fees as approved by the Board of Director from time to time.
Directorship held in other companies including listed companies	<ul style="list-style-type: none"> • Greenpanel Industries Limited • Prime Holdings Private Limited • Bluesky Projects Private Limited • Niranjan Infrastructure Private Limited • Vanashree Properties Private Limited • S. M. Management Private Limited
Names of listed entities from which he has resigned in the past three years	Nil
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, Remuneration & Compensation Committee</p> <p>c) Operational & Finance Committee</p>
Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director	<p>Mr. Shiv Prakash Mittal is holding following Committee Positions in Greenpanel Industries Limited:</p> <p>Chairman:</p> <p>a) Risk Management Committee</p> <p>b) Operational Committee</p> <p>Member:</p> <p>a) Audit Committee</p> <p>b) Stakeholders' Relationship Committee</p> <p>c) Corporate Social Responsibility Committee</p>
Number of shares held in the Company	25,30,000 equity shares (1.99%)
No. of Board Meetings attended during the financial year 2022-23	6 out of 6 Board Meeting
Relationship with other Directors, Manager and KMPs of the Company	Father of Mr. Saurabh Mittal, Managing Director & CEO of the Company and Father-in-law of Ms. Parul Mittal, Whole-time Director of the Company.

Details of remuneration sought to be paid, if any	The remuneration to be paid to Mr. Shiv Prakash Mittal, Non-Executive Chairman of the Company shall remain same as approved by the members of the Company in 7 th Annual General Meeting held on August 28, 2020 till further revision of the same.
Remuneration last drawn, if any	During the financial year 2022-23, he was paid Annual Commission of Rs. 18 Lakh and sitting fees of Rs. 6.20 Lakh
Justification for choosing the appointee for continuation of appointment beyond 75 years	Considering Mr. Shiv Prakash Mittal's vast knowledge and expertise in the business domain of the Company and his significant contributions to the overall growth of the Company since inception, the NRC and Board are of the opinion that his continued association with the Company would be of immense benefit to the Company.

Resolution at Item No. 6:

Based on the recommendation of Nomination, Remuneration and Compensation Committee ("NRC"), the Board of Directors at its meeting held on June 29, 2023, appointed Mr. Jalaj Ashwin Dani (DIN 00019080) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from June 29, 2023, who shall hold office upto the date of next Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and other applicable provisions.

Further, the Board of Directors at their Meeting held on June 29, 2023 in consonance with the NRC recommended the appointment of Mr. Jalaj Ashwin Dani as Non- Executive Non Independent Director of the Company, liable to retire by rotation, to the members of the Company for their approval.

Pursuant to the applicable provisions of Regulation 17(1C) of SEBI (LODR) Regulations, 2015, a listed entity shall ensure that approval of members of the Company for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the regularization of appointment of Mr. Jalaj Ashwin Dani (DIN 00019080) as a Non-Executive Non-Independent Director of the Company would require the approval of members of the Company.

The Company has received a notice in writing from Mr. Jalaj Ashwin Dani under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director of the Company as Non-Executive Non-Independent Director of the Company.

Mr. Jalaj Ashwin Dani is not disqualified from being appointed as Non-Executive Non Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. The Company has received a declaration from Mr. Jalaj Ashwin Dani that he is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

The Board of Directors recommends the Resolution as set forth in Item No. 6 of the Notice for approval of the Members by way of Ordinary Resolution.

Mr. Jalaj Ashwin Dani is deemed to be interested in the proposed resolution mentioned at Item No. 6 of the accompanying Notice.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors and KMPs other than Mr. Jalaj Ashwin Dani, are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

Brief Particulars of Mr. Jalaj Ashwin Dani (DIN 00019080) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2), 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. Jalaj Ashwin Dani
Father's Name	Mr. Ashwin Dani
Date of Birth	October 20, 1969
Age	53 years
Date of first Appointment	June 29, 2023
Brief resume and expertise in specific functional areas	Mr. Jalaj Ashwin Dani is a co-promoter of Asian Paints Limited ("APL") and spent over two decades in various capacities with APL. He pursued Chemical Engineering from the United States of America and did Advanced Management Program at INSEAD, Fontainebleau, Paris. He is actively involved in Confederation of Indian Industry (CII), Young President's Organization (YPO), Federation of Indian Chambers of Commerce and Industry (FICCI) and other Business councils in various capacities. He also serves on Next Generation of Leaders Board (NGLB) in Indian School of Business (ISB), Hyderabad. He is also on the Board of Havells India Limited as an Independent Director.
Qualification	<ul style="list-style-type: none"> • Chemical Engineering from University of Wisconsin, Madison, United States of America; and • Advanced Management Programme from INSEAD, Fontainebleau, Paris
Terms and conditions of appointment	<p>The Board of Directors at their Meeting held on June 29, 2023, based on the recommendation of NRC, approved the appointment of Mr. Jalaj Ashwin Dani as an Additional Director (Non-Executive Non Independent Director) of the Company and further recommended his appointment as Non-Executive Non Independent, liable to retire by rotation, to the members of the Company for their approval.</p> <p>Mr. Jalaj Ashwin Dani is entitled for sitting fees as approved by the Board of Directors from time to time and an annual commission of Rs. 18,00,000/- (exclusive of applicable taxes), as approved by the members of the Company in 6th Annual General Meeting held on August 10, 2019, till further revision of the same, subject to the condition that total commission to the non-executive directors (inclusive of applicable taxes thereon) shall not exceed 1% of the net profits at any point of time</p>
Directorship held in other companies/ entities including listed companies	<ol style="list-style-type: none"> 1. Havells India Limited 2. Gujarat Organics Private Limited 3. Rise Worldwide Limited 4. Haish Holding and Trading Company Private Limited 5. Fourth Frontier Technologies Private Limited 6. S C Dani Foundation Research Private Limited 7. Paints And Coatings Skill Council 8. Addverb Technologies Limited 9. EndureAir Systems Private Limited 10. Pratham Education Foundation 11. Piramal Foundation for Education Leadership 12. Reliance Foundation Institution of Education and Research 13. Piramal Foundation 14. Reliance Foundation 15. Vijayi Bharat Foundation 16. Sportscom Industry Confederation
Names of listed entities from which he has resigned in the past three years	<ol style="list-style-type: none"> 1. Housing Development Finance Corporation Limited 2. Hitech Corporation Limited

Chairman/member of the committee of the Board of Directors of the Company	Nil
Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director	Mr. Jalaj Ashwin Dani is holding following Committee Positions in Havells India Limited: Chairman: Enterprises Risk Committee Member: a) Corporate Social Responsibility Committee b) Stakeholders Relationship/ Grievance Redressal Committee
Number of shares held in the Company	Nil
No. of Board Meetings attended during the financial year 2022-23	NA
Relationship with other Directors, Manager and KMPs of the Company	None
Details of remuneration sought to be paid, if any	Mr. Jalaj Ashwin Dani 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 6 th Annual General Meeting held on August 10, 2019, till further revision of the same.
Remuneration last drawn, if any	NA
Justification for choosing the appointee for appointment	In the opinion of the NRC and Board, Mr. Jalaj Ashwin Dani possesses vast knowledge, experience and expertise in various domains including home improvement & consumer space and he being familiar with various industry bodies and forums, his association is expected to immensely benefit the Company especially in the area of marketing & distribution and other key aspects of the Company.