



## 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]*

#### To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Greenlam Industries Limited ("**Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108, 110 of the Companies Act, 2013 ("**Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and latest Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CFD-PoD-21P/CIR/2024/133 dated October 3, 2024 and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024 ("**SEBI Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. Dilip Kumar Sarawagi, a Practising Company Secretary (Membership No.: A13020 and C. P. No. 3090), Proprietor of DKS & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer and that he will be available for the said purpose. The Scrutinizer's

decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of MUFG Intime India Private Limited [Formerly Link Intime India Private Limited ("**MUFG Intime**" or "**Registrar and Transfer Agent**")] as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

|                           |   |
|---------------------------|---|
| Commencement of e-voting: | 9:00 a.m. (IST) on Sunday, February 9, 2025 |
| End of e-voting:          | 5:00 p.m. (IST) on Monday, March 10, 2025   |

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, March 11, 2025, and will be displayed on the Company's website at www.greenlamindustries.com and the website of **MUFG Intime** at <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

#### SPECIAL BUSINESSES

##### 1. Issue of Bonus Shares

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("**SEBI**") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Foreign Exchange Management Act, 1999 ("**FEMA**") (including any statutory modification(s) or



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re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalization of a sum not exceeding ₹ 12,75,73,851/- (Rupees Twelve Crore Seventy Five Lakhs Seventy Three Thousand and Eight Hundred Fifty One only) out of capital redemption reserves and / or securities premium received in cash and / or free reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 1/- (Rupee One only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1:1 i.e., 1 (One) new fully paid-up equity share of ₹ 1/- (Rupee One only) each for every 1 (One) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a demat suspense account (either new or existing) or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional

Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

### **2. Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder, Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authority or bodies, the approval of the Members of the Company be and is hereby accorded to increase in the Authorized share capital of the Company from ₹ 19,00,00,000 divided into 19,00,00,000 shares of ₹ 1/- (Rupee One only) to ₹ 30,00,00,000 divided into 30,00,00,000 shares of ₹ 1/- (Rupee One only) each and consequently the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

*"V. The Authorized Share Capital of the Company shall be ₹ 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 1/- (Rupee One only) each, with the rights, privileges and conditions attached thereto as are required by the Regulations of the Company for the time being with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Regulations of the Company."*



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**RESOLVED FURTHER THAT** Mr. Saurabh Mittal, Managing Director & CEO (DIN: 00273917), Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Senior Vice President - Legal of the Company be are hereby severally authorized to file necessary forms, papers and documents with such

authorities as may be required from time to time and to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to give effect to the foregoing resolution."

Place: New Delhi  
Date: January 30, 2025

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

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

### NOTES:

- 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.
- In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 and latest Circular No. 09/2024 dated September 19, 2024 and other applicable circulars issued by the Ministry of Corporate Affairs ("**MCA**") and the Securities and Exchange Board of India ("**SEBI**") (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, as on Friday, January 31, 2025 ("Cut-off date") and received from the Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

The Members may note that this Postal Ballot Notice will also be available on the Company's website, [www.greenlamindustries.com](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of MUFG Intime, 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/>.

- 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 and register their email addresses and mobile numbers by submitting Form ISR-1 (available on the website of the Company at <a href="http://www.greenlamindustries.com">www.greenlamindustries.com</a> ) duly filled and signed along with requisite supporting documents to the Company's Registrars and Share Transfer Agent, MUFG Intime, 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: <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> ; Website: <a href="https://in.mpms.mufg.com">https://in.mpms.mufg.com</a> |
| De-mat Holding   | By contacting Depository Participant ("DP") and registering e-mail address and mobile number in de-mat account, as per the process advised by the DP.  |



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4. Only a person whose name is recorded in the register of members / register of beneficial owners, as on the Cut-off date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-off date, should treat this Postal Ballot Notice for information purpose only.
5. It is however, clarified that all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
7. Dispatch of this Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper and one English Newspaper, circulated throughout India (in English Language) and shall be hosted at the Company's website at [www.greenlamindustries.com](http://www.greenlamindustries.com).
8. The votes in this Postal Ballot cannot be exercised through proxy.
9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. The e-voting period commences at 9:00 a.m. (IST) on Sunday, February 9, 2025 and ends at 5:00 p.m. (IST) on Monday, March 10, 2025.  

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG Intime upon expiry of the aforesaid period.
11. Further, the Resolutions, if passed by Members with requisite majority i.e. ordinary resolution, shall be deemed to have been passed on the last date of Remote e-voting i.e. March 10, 2025.
12. 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](http://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](mailto:investor.relations@greenlam.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.
13. If you have any dispute against a listed company and or its Registrar and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular dated 30.05.2022, you can file for arbitration with Stock Exchange.
14. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:
  - a. 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.
  - b. 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/Welcom.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.
  - c. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.



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15. As per Regulation 294(6) of ICDR Regulations, it is mandated that allotment of shares in a bonus issue could only be made in dematerialized form. In view of the same, the shareholders holding shares in demat account shall automatically get the bonus shares credited directly to their demat accounts. The shareholders holding shares in physical form are requested to get their shares in dematerialization form as soon as possible. If they fail to dematerialize their shares by the record date, the Company shall credit the bonus equity shares to a demat suspense account (either new or existing) or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.
16. Once the details of the demat account are provided to the Company/RTA, the respective bonus shares shall be credited to their respective account.
17. The instructions for Remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

##### Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login".
- c) 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.
- d) Click on "MUFGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

##### Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>.
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be redirected to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with CDSL

#### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

##### Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab.



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- c) Login with existing my easi username and password.
- d) After successful login, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG Intime, for voting during the remote e-voting period.
- e) Click on "MUGINTIME" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### OR

#### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of their demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUGINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

#### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

##### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

##### **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.



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\*Shareholders holding shares in **NSDL form**, shall provide 'D' above.

\*\*Shareholders 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).
- Enter Image Verification (CAPTCHA) Code.
- Click "Submit" (You have now registered on InstaVote).

### Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
  - A. User ID: Enter your User ID.
  - B. Password: Enter your Password.
  - C. Enter Image Verification (CAPTCHA) Code.
  - D. Click "Submit".
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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 ("Custodian / Corporate Body/ Mutual Fund")

#### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>.
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund".
- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorized Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

#### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section.
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.  
  
\*File Name for the Board resolution / Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
  - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".



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- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.

- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at - [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |

#### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.



## Notice

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab.
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.
1. 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 March 11, 2025, a scrutinizer’s report of the total votes cast in favour 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](http://www.greenlamindustries.com) and on the website of MUFG Intime 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**

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

**Item No. 1**

The Board of Directors, at their meeting held on January 30, 2025, subject to the approval of the Members of the Company, has approved issue of bonus shares to coincide the same with the Company's 10 years of listing at BSE Limited & National Stock Exchange of India Limited. Accordingly, the Board of Directors has recommended issue of bonus equity shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of ₹ 1/- (Rupee One only) each for every 1 (one) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each by capitalizing a sum not exceeding ₹ 12,75,73,851/- (Rupees Twelve Crore Seventy Five Lakh Seventy Three Thousand Eight Hundred Fifty One only) out of capital redemption reserves and / or securities premium received in cash and / or free reserve and / or retained earnings of the Company, as may be considered appropriate.

Pursuant to Section 63 of the Companies Act, 2013, the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and further the Articles 69 and 70 of the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including capital redemption reserves and / or securities premium received in cash and / or free reserve and / or retained earnings), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. January 30, 2025, wherein the decision to announce the bonus issue was taken subject to Members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

Members are requested to note that, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new

equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Monday, March 10, 2025, to enable the Company to issue the bonus equity shares in dematerialized form.

With respect to the entitlement of bonus shares of Members holding equity shares in physical form and who fail to provide their demat account details to the Company by the timeline as stated above, the said bonus shares shall be credited in dematerialized form to a demat suspense account (either new or existing) or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

**Item No. 2**

Presently, the Authorized Share Capital of the Company is ₹19,00,00,000/- (Rupees Nineteen Crore only) divided into 19,00,00,000 (Nineteen Crore) equity shares of ₹ 1/- (Rupee One only) each and the issued and paid-up share capital of the Company is ₹ 12,75,73,851/- (Rupees Twelve Crore Seventy Five Lakh Seventy Three Thousand Eight Hundred Fifty One only) divided into 12,75,73,851 equity shares of ₹ 1/- (Rupee One only) each .

The Board of Directors, at their meeting held on January 30, 2025, has recommended issue of bonus equity shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible Members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of ₹ 1/- (Rupee One only) each for every 1 (one) existing fully paid-up equity share of ₹ 1/- (Rupee One only) each by capitalizing a sum not exceeding ₹ 12,75,73,851/- (Rupees Twelve Crore Seventy Five Lakh Seventy Three Thousand Eight Hundred Fifty One only) out of capital redemption



reserves and / or securities premium received in cash and / or free reserve and / or retained earnings of the Company, as may be considered appropriate. In view of the above proposal for issue of bonus shares and considering the size and operations of the Company as well as to accommodate any further capital issue, if required, the Board of Directors at its meeting held on January 30, 2025, has recommended to increase the Authorized Share Capital to ₹ 30,00,00,000/- (Rupees Thirty Crore only) by creation of additional 11,00,00,000 (Eleven Crore) equity shares of ₹ 1/- (Rupee One only). The increase in the Authorized Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and

consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and Articles of Association of the Company. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

Place: New Delhi  
Date: January 30, 2025

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

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