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 Thirteenth (13th) Annual General Meeting (**"AGM"**) of the Members of Greenlam Industries Limited (**"Company"**) for the financial year ended March 31, 2026 will be held on Wednesday, July 29, 2026, 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, Secretarial Standard on General Meetings (SS-2) read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 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") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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 a final dividend of Re. 0.40 per Equity Share (40%) of the face value of Re.1 each for the financial year ended March 31, 2026.

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.

4. To appoint a director in place of Mr. Jalaj Ashwin Dani (DIN: 00019080), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **Re-appointment of Mr. Yogesh Kapur (DIN 00070038) as an Independent Director of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s), or re-enactment thereof for the time being in force) and Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Articles of Association of the Company and based upon the recommendations of Nomination, Remuneration & Compensation Committee ("NRC") and the Board of Directors of the Company, Mr. Yogesh Kapur (DIN 00070038), who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from the conclusion of the 8th Annual General Meeting (AGM) held on August 12, 2021, till the conclusion of the 13th AGM or expiry of 5 years from 8th AGM, whichever is earlier and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years commencing from the conclusion of 13th AGM of the Company at such remuneration as may be recommended by

NRC and approved by the Board/Members from time to time and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal (DIN: 00237242), Non-Executive Chairman, Mr. Saurabh Mittal (DIN: 00273917), Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Senior Vice President - Legal 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."

Place: New Delhi
Date: May 22, 2026

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

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

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

NOTES:

1. Ministry of Corporate Affairs (**"MCA"**) has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 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") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) 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 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. The Explanatory Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Section 102 of the Act, 2013, with respect to the Special Business set out in Item No. 5 is annexed hereto.

3. Additional information, pursuant to 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), Mr. Jalaj Ashwin Dani (DIN: 00019080) and Mr. Yogesh Kapur (DIN: 00070038) are annexed hereto.

4. 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 MUFG Intime India Private Limited (formerly known as Link Intime (India) Private Limited) (**"MUFG"**) 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 business 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 MUFG.

5. VC/OAVM facility provided by the Company, has a capacity to allow 1000 members to participate at the Meeting on a first-come-first serve 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 etc. may be allowed to attend the Meeting without restriction on account of first-come-first- serve principle.

6. The Company is providing a 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. 32A.

7. The facility for joining the AGM through VC/ OAVM shall be open at least 15 minutes before and 15 minutes after the scheduled time of the commencement of AGM.

8. **In compliance with the relevant MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2025-26 and Notice of the 13th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode (unless specifically requested for**

hard copies by the shareholders) to all the Members whose email IDs are registered with the Company's Registrar to an Issue 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.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.

9. 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 on his/her behalf and the proxy need not be a Member of the Company. Since the 13th AGM is being held 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 13th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

10. 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.

11. The transcript of the Meeting shall be uploaded on the website of the Company www.greenlamindustries.com 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.

12. Dividend related Information:

(a) The final dividend for the Financial Year ended March 31, 2026, as recommended by the Board, if declared will be credited/dispatched within seven working days from the date of its declaration to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on July 03, 2026 ("Record Date"). In respect of shares held in dematerialized form, the final 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.

(b) **SEBI vide Notification No. SEBI/LADNRO/GN/2025/273 dated November 18, 2025 read with Master Circulars for Registrars to an Issue and Share Transfer Agents dated February 6, 2026, has mandated that all the payments to Shareholders with respect to Dividends shall be made in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend payouts.**

In the absence of ECS facilities or failure of electronic transfer of dividend, the Company will withhold the dividends until all the KYC related details are registered/updated by the Members with the Company's RTA (in case of physical shares) and with their respective DP (in case of demat shares).

Therefore, 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. on or before July 23, 2026 with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar to an Issue and Share Transfer Agent of the Company (R&T Agent) in case the shares are held in physical form, to receive dividends into the bank account, in a timely manner.

(c) Tax Deducted at Source (TDS) on dividend: Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the members, and the Company is required to deduct TDS from the dividend to be paid to the Members as per rates prescribed under the Income Tax Act, 2025 (IT Act). For the prescribed rates for various categories, please refer to the IT Act and the Finance Acts of the respective years. To enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, Permanent Account Number (PAN), category as per the IT Act with the DPs (if shares held in electronic form) and the Company/ RTA (if shares are held in physical form).

To avail exemption of TDS, Members are requested to submit required documents/declaration by email at navin.

chand@in.mpms.mufg.com **and** delhi@in.mpms.mufg.com **on or before July 23, 2026** to enable the Company to determine the appropriate TDS/ withholding tax rate applicable to the Member, verify the documents and provide exemption. A separate email communication was sent to the members on June 12, 2026 informing the relevant procedure to be adopted by them/ documents to be submitted for availing the applicable tax rate.

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 to an Issue and Share Transfer Agent (RTA), MUFG Intime India Private Limited (formerly known as Link Intime (India) Private Limited) (MUFG), 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: instameet@in.mpms.mufg.com, rnt.helpdesk@in.mpms.mufg.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Senior Vice President – Legal at the Corporate Office of the Company (Phone No.: +91-11-42791399; Email: investor.relations@greenlam.com).

15. If you have any dispute against the Company and / or its Registrar to an Issue and Share Transfer Agent (RTA) on delay or default in processing your request, as per SEBI circular SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, you can file an arbitration application with Stock Exchange.

16. 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.sebi.gov.in 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. The SMART ODR Portal can be accessed at: https://smartodr.in/login.

17. 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, 2019, March 31, 2020, March 31, 2021, March 31, 2022, March 31, 2023, March 31, 2024 and March 31, 2025 are requested to make their claim to the Company's RTA i.e. MUFG immediately.

    Members may further note that with respect to unclaimed/unpaid dividend for the financial year ended March 31, 2019, claims shall be filed on or before September 16, 2026, otherwise unpaid/unclaimed dividend of financial year ended March 31, 2019 along with equity shares in respect of which dividend have not been claimed/paid for seven consecutive years shall be transferred by the Company to IEPF and no claim shall lie against the Company in respect of dividend and shares so transferred. The Members whose unclaimed dividends and/or equity shares have been transferred to IEPF may claim the same by approaching the Company or RTA for issuance of Entitlement Letter on submission of required documents. The Members may then make an application to the IEPF Authority, in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents. The details of equity shares and/or unclaimed dividends transferred to IEPF have been provided in the Report on Corporate Governance forming part of the Annual Report FY26.

18. Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/ I/4298/2026 dated February 6, 2026 a special window, is available for the period of one year from February 05, 2026 to February 4, 2027, to facilitate lodgment of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027, to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock in, during which they cannot be transferred, lien marked, or pledged. The Company has also communicated

the opening of this special window through newspaper advertisements.

19. 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.

20. Members are requested to intimate/update changes, if any, in name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (**PAN**), mandates, nominations, bank details such as name of the bank and branch, bank account number, IFSC Code etc.

    (a) For shares held in electronic form: to their Depository Participants (Dps)

    (b) For shares held in physical form to the Company's Registrar and Transfer Agent (RTA), in prescribed Form ISR-1 and other forms.

21. 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. MUFG. Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to MUFG in case the shares are held in physical form.

22. 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. MUFG for consolidation into a single folio.

23. SEBI has mandated that no share can be transferred, transmitted and transposed in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer, transmission and transposition of shares in physical form. In view of this, Members holding shares in physical form except as mentioned in Point 20 are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. MUFG for assistance in this regard.

24. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the 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. MUFG.

25. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail address so far, to register their email address with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. MUFG 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.

26. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.

27. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

28. 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 13th AGM along with requisite documents and the Annual Report for the financial year 2025-26 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

29. 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, Sunday, July 26, 2026.

    ii. End of remote e-voting: Up to 5:00 p.m. IST, Tuesday, July 28, 2026.

30. 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. July 23, 2026 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by MUFG for voting thereafter and the facility will be blocked forthwith.

31. **Remote e-voting instructions for shareholders:**

In terms of SEBI Master circular no**HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026,** on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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. **MUFG** InTime and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. 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. You will have to enter your 8-digit DP ID,8-digit Client Id, Mobile No. Verification code. You will have to enter the last 4 digits of your bank account and generate OTP. After successful registration, user will be provided with Login ID and password and 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. Click on "MUFG InTime" 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. 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. MUFG InTime and you will be redirected to **"InstaVote"** website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 https://web.cdslindia.com/myeasitoken/Home/Login or 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. MUFG InTime 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 https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 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 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.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	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. MUFG Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Physical mode / Non-Individual Shareholders holding securities in demat mode	**Shareholders who have not registered for INSTAVOTE facility:** 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders holding shares in physical form shall provide Event No. (260347) + 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.

Type of shareholders	Login Method
	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. ▪ Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above; ▪ Shareholders holding shares in **NSDL**, shall provide 'D' above; ▪ Set the password of your choice (the password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter); ▪ Click "confirm" (Your password is now generated). 3. Click on 'Login' under **'SHARE HOLDER'** tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**. **Shareholders who have registered for INSTAVOTE facility:** Click on **"Login"** under 'SHARE HOLDER' tab. 1. User ID: Enter your User ID 2. Password: Enter your Password 3. Enter Image Verification (CAPTCHA) Code 4. Click "Submit" **CAST YOUR VOTE ELECTRONICALLY:** 1. After successful login, you will be able to see the notification for e-voting. Select **'View' icon**. 2. e-Voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution' file link)**. 4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders ("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 Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation 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".

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).

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
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:
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 or contact on: - Tel: 022 – 4918 6000

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

1. Click on "Login" under 'SHARE HOLDER' tab.
2. Click "forgot password?"
3. Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
4. 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.

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

1. Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
2. Click "forgot password?"
3. Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
4. 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.

A. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

C. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event

32. **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. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'
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@in.mpms.mufg.com or contact on: - Tel: 022- 49186000 / 49186175.

32A. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.in.mpms.mufg.com
   - 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
        I. Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
        II. Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
        III. 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).

32B. 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.

33. 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.

34. 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.

35. 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 to 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.

36. 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.

37. 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.

38. 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.

39. 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.

40. 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.

41. 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 days, 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 days, whichever is earlier, of conclusion of the AGM.

42. The Notice of the AGM shall be placed on the website of the Company www.greenlamindustries.com and MUFG 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, on the website of the NSDL at www.evoting.nsdl.com and on the website of MUFG 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: May 22, 2026

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 &
Senior Vice President – Legal
Membership No.: ACS 19037

Details of Directors seeking appointment/re-appointment at the 13th Annual General Meeting

Brief Profile of Ms. Parul Mittal (DIN: 00348783), Whole-Time Director and Mr. Jalaj Ashwin Dani (DIN: 00019080) Non-Executive Non Independent Director of the Company, who are liable to retire by rotation and are 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, are provided in the table below:

Brief Profile of Ms. Parul Mittal (DIN: 00348783)

Name of the Director	Ms. Parul Mittal
Father's Name	Late Shri Indraj Singh
Date of Birth	November 21, 1977
Age	48 Years
Date of first Appointment	November 11, 2014
Brief resume and expertise in specific functional areas	Ms. Parul Mittal is a commerce graduate with specialist expertise in brand management. Prior to joining the Board of Greenlam Industries Limited, she spearheaded brand building at national and international levels, developing and executing marketing strategy and managing relationships with research organisations, advertising agencies, and promotional partners. Since joining Greenlam, she has been playing a central role in strengthening the Company's brand equity across domestic and global markets. In addition to her core responsibilities in brand management, she has been actively contributing to Corporate Social Responsibility, ESG initiatives, people practices, administration, procurement, and supply chain functions. Her integrated involvement across these areas reflects a combination of strategic marketing acumen and operational engagement, contributing meaningfully to the organisation's operational effectiveness, its positioning as a quality-led, product & design-driven company, and to the value she brings to the Board and the broader management ecosystem.
Qualification	B.Com
Terms and conditions of continuation of Directorship	Ms. Parul Mittal is a Whole-Time Director of the Company, who is liable to retire by rotation and being eligible is seeking re-appointment in the forthcoming Annual General Meeting. The terms and conditions of re-appointment, are as approved by the members of the Company in 11th Annual General Meeting held on July 31, 2024.
Directorship held in other companies including listed companies	▪ Greenlam Limited ▪ SPJJ Properties Private Limited (formerly known as Prime Properties Private Limited) ▪ SM Greenlam Investments 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	Chairman: Nil Member: a) Risk Management & ESG 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	47,88,000 Equity Shares [1.88%]
No. of Board Meetings attended during the financial year 2025-26	4 out of 4 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 to be paid to Ms. Parul Mittal shall be same as approved by the members of the Company in the 11th Annual General Meeting held on July 31, 2024 till further revision of the same.
Remuneration last drawn, if any	The details of remuneration paid to her have been disclosed in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2025-26.

Brief Profile of Mr. Jalaj Ashwin Dani (DIN: 00019080)

Name of the Director	Mr. Jalaj Ashwin Dani
Father's Name	Late Shri. Ashwin Suryakant Dani
Date of Birth	October 20, 1969
Age	56 Years
Date of first Appointment	June 29, 2023
Brief resume and expertise in specific functional areas	Mr. Jalaj Ashwin Dani pursued Chemical Engineering and further strengthened his leadership and management capabilities through advanced executive education. A distinguished industrialist, investor and Co-Promoter of Asian Paints Limited, he has played a pivotal role in shaping one of India's most respected multinational companies and a global leader in paints and coatings. He serves as Chairman of Addverb Technologies and EndureAir Systems, reflecting his active engagement with technology-led businesses at the forefront of automation and innovation. With decades of experience building globally competitive enterprises, Mr. Dani brings a strong perspective on long-term value creation, corporate governance and strategic growth to the Greenlam Board. In addition to his involvement in core business operations, he oversees a diversified investment portfolio through the family office and actively supports philanthropic initiatives spanning education, healthcare and social impact. His breadth of experience across large-scale industry, emerging technologies and responsible investing provides a valuable contribution to the Board's strategic and governance deliberations.
Qualification	Chemical Engineering from University of Wisconsin, Madison, United States of America; and Advanced Management Programme from INSEAD, Fontainebleau, Paris
Terms and conditions of continuation of Directorship	Mr. Jalaj Ashwin Dani has been appointed as Non-Executive Director on the Board of the Company w.e.f. June 29, 2023. His office is liable to retire by rotation.

Directorship held in other companies including listed companies	▪ Asian Paints Limited ▪ Havells India Limited ▪ RISE Worldwide Limited ▪ Resins and Plastics Limited ▪ Addverb Technologies Limited ▪ Haish Holding and Trading Company Private Limited ▪ S C Dani Research Foundation Private Limited ▪ Shubhit Holdings Private Limited [Formerly known as Gujarat Organics Private Limited] ▪ EndureAir Systems Private Limited ▪ Asiana Alternative Managers Private Limited [Formerly known as Vitis Holding and Investments Private Limited] ▪ Paints and Coatings Skill Council ▪ Piramal Foundation for Education Leadership ▪ Piramal Foundation ▪ Reliance Foundation ▪ Sportscom Industry Confederation ▪ Pratham Education Foundation ▪ Reliance Foundation Institution of Education and Research ▪ Vijayi Bharat Foundation ▪ H T Parekh Foundation ▪ Project Mumbai Civic Transformation Foundation
Names of listed entities from which he has resigned in the past three years	Transrail Lighting Limited
Chairman/member of the committee of the Board of Directors of the Company	Chairman: Risk Management & ESG Committee Member: a) Audit Committee b) Nomination, Remuneration & Compensation Committee
Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director	Nil
Number of shares held in the Company	Nil
No. of Board Meetings attended during the financial year 2025-26	4 out of 4 Board Meetings
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 ₹18,00,000/- (exclusive of applicable taxes) in line with the annual commission payable to other Non-Executive Directors of the Company as approved by the members of the Company in 6th Annual General Meeting held on August 10, 2019, till further revision of the same.
Remuneration last drawn, if any	The details of remuneration paid to him have been disclosed in the Corporate Governance Report forming part of the Annual Report for the Financial Year 2025-26.

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

Resolution at Item No. 5:

The members of the Company had approved appointment of Mr. Yogesh Kapur as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from the conclusion of 8th Annual General Meeting (AGM) held on August 12, 2021 till the conclusion of 13th AGM of the Company or expiry of 5 years from 8th AGM, whichever is earlier. His tenure as an Independent Director of the Company is valid till the conclusion of 13th AGM of the Company.

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

The Nomination, Remuneration & Compensation Committee (NRC) of the Board of Directors at its meeting held on May 21, 2026, on the basis of the report of performance evaluation of Mr. Yogesh Kapur and considering his professional background, expertise, experience and his contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company and with a view to continue maintaining the optimum combination of executive and non- executive directors on the Board has recommended his reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from the conclusion of 13th AGM of the Company, to the Board of Directors subject to approval of the Members of the Company.

The Board of Directors, on the basis of recommendation of the NRC, at its meeting held on May 22, 2026 has approved his reappointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from the conclusion of 13th AGM of the Company, and recommended the same to the Members of the Company for their approval.

In the opinion of NRC and the Board of Directors, Mr. Yogesh Kapur possesses core competencies, leadership skills, knowledge and experience and that his continued association as an Independent Director of the Company would immensely benefit the Company. Mr. Yogesh Kapur fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management of the Company.

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

i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and also not been debarred from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any such other Statutory Authority, and

iii) A declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act read with Regulation 16(1)(b) of the Listing Regulations.

A copy of the draft letter for the re-appointment of Mr. Yogesh Kapur as an Independent Director setting out the terms and conditions is available for inspection electronically as the same would be uploaded on the website of the Company at www.greenlamindustries.com. The aforesaid documents shall also be made available for inspection at Registered Office on all working days, except Saturday, between 11:00 a.m. and 1:00 p.m. till the last date of Remote e-voting i.e. July 28, 2026.

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

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Mr. Yogesh Kapur or his relatives, to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 5 of the Notice.

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

Name of the Director	Mr. Yogesh Kapur
Father's Name	Late. Mr. Vishwanath Kapur
Date of Birth	July 23, 1957
Age	68 Years
Date of first Appointment	August 12, 2021
Brief resume and expertise in specific functional areas	Mr. Yogesh Kapur is a Fellow Chartered Accountant (FCA) with over 43 years' experience in financial services sector. He started his career in 1983 with Housing Development Finance Corporation Ltd (HDFC). In 1991 he moved to Investment Banking with HSBC and then joined Enam Securities Pvt. Ltd. a leading Investment banking/brokerage house in 1994. In 2012 Axis Bank acquired the Investment Banking business of Enam Securities P Ltd. As a result, Mr Kapur moved to Axis Capital Ltd a wholly owned subsidiary of Axis Bank for Investment banking business. In 2014 he moved to Axis Bank as Head- Strategic Relationship Group-Wholesale banking for north India. Post his superannuation in July 2017, he rejoined Axis Capital Ltd on a contract as Managing Director – special coverage. This contract engagement ended in Mid Nov, 2022. During his tenor as an investment banker, Mr Kapur has engaged with corporates both in private sector as they prepared to list on public markets. In addition he has been engaged in advising companies on strategic initiatives, reorganization, business /corporate restructuring etc. Mr Kapur was also very closely engaged during this period with DIPAM to manage initial listings and further divestments in public sector companies in accordance with Government's directives/ decisions on the subject. During his career tenor with HDFC, Mr Kapur has worked on a number of international assignments including for USAID and World Bank in Sri Lanka and Ghana. He has also served on committees set up by SEBI/ Government of India - Ministry of Finance to examine ADR/GDRs as well as FCCBs regulations during his Tenor with Enam. He is currently serving on the boards of a number of companies including ASK Automotive Ltd, Relaxo Footwear Ltd, Rico Auto Industries Ltd , Polyplex Corporation Ltd and Safex Chemicals Ltd (Including its UK Subsidiary Briar Chemicals Ltd).
Qualification	Chartered Accountant
Directorship held in other companies including listed companies	▪ Kirloskar Oil Engines Limited ▪ Arka Fincap Limited ▪ Arka Financial Holdings Private Limited ▪ RICO Auto Industries Limited ▪ Greenlam Limited ▪ Ask Automotive Limited ▪ Relaxo Footwears Limited ▪ Polyplex Corporation Limited ▪ Safex Chemicals (India) Limited ▪ Safex Chemicals (UK) Limited ▪ Briar Chemicals Limited, UK
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	**Chairperson:** a) Audit Committee **Member:** a) Stakeholders' Relationship Committee b) Nomination, Remuneration & Compensation Committee c) Risk Management & ESG Committee
Chairman/member of the committee of the Board of Directors of other listed companies in which he is a director	**Kirloskar Oil Engines Limited:** ▪ Stakeholders Relationship Committee- Chairperson ▪ Audit Committee- Member **Ask Automotive Limited** ▪ Risk Management Committee-Chairperson ▪ Nomination & Remuneration Committee- Member ▪ Audit Committee-Member **RICO Auto Industries Limited:** ▪ Audit Committee- Chairperson ▪ Nomination & Remuneration Committee- Member **Relaxo Footwears Limited:** ▪ Audit Committee- Chairperson ▪ Nomination & Remuneration Committee- Member ▪ Corporate Social Responsibility Committee-Member ▪ Risk Management Committee- Member **Polyplex Corporation Limited:** ▪ Audit Committee- Member ▪ Nomination and Remuneration Committee-Member ▪ Finance Committee-Member
Number of shares held in the Company including shareholding as a beneficial owner	Nil
No. of Board Meetings attended during the previous financial year	4 out of 4 Board Meetings
Relationship with other Directors, Manager and KMPs of the Company	None
Terms and conditions of re-appointment	The draft terms and conditions of his re-appointment as an Independent Director would be available for inspection electronically and the same would be uploaded on the website of the Company at www.greenlamindustries.com.
Details of remuneration sought to be paid, if any	Mr. Yogesh Kapur will be entitled to a remuneration by way of sitting fees in line with the sitting fees payable to other Non-Executive Director of the Company as approved by the Board of Directors from time to time and annual commission of ₹18,00,000/- (exclusive of applicable taxes) in line with the annual commission payable to other Non-Executive Directors of the Company as approved by the members of the Company in 6th Annual General Meeting held on August 10, 2019.
Remuneration last drawn, if any	He was paid the sitting fees of ₹10.90 Lakhs for attending the Board and Committee Meetings and Annual Commission of ₹18 Lakhs during the year 2025-26.

Justification for choosing the appointee for appointment and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	In the opinion of the NRC and the Board, Mr. Yogesh Kapur possesses core competencies, leadership skills, knowledge and experience and that his continued association as an Independent Director of the Company would immensely benefit the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company for second term of five years commencing from the conclusion of 13^{th} AGM of the Company. Considering his professional background, expertise, experience and his contributions towards pragmatic suggestions, effective deliberations on the agenda at Board and Committee Meetings and overall improvement of the corporate governance of the Company and with a view to continue maintaining the optimum combination of executive and non- executive directors on the Board, the NRC and the Board, have recommended his re-appointment, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from the conclusion of 13^{th} AGM of the Company, to the Members of the Company for their approval. Mr. Yogesh Kapur fulfills the conditions specified in the Act, and Rules made thereunder and SEBI Listing Regulations for his re-appointment as an independent director of the Company and he is independent of the Management of the Company.

Place: New Delhi
Date: May 22, 2026

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

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

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