

GREENLAM/2021-22
January 28, 2022

The Manager

BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001
Fax No. 022-2272-3121/1278/1557/3354
Email: corp.relations@bseindia.com

The Manager

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
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Mumbai - 400 051
Fax No. 022-2659-8237/8238/8347/8348
Email: cmlist@nse.co.in

BSE Scrip Code: **538979**

NSE Symbol: **GREENLAM**

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") w.r.t. proceedings of the Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith the proceedings of resolutions passed by the shareholders through Postal Ballot by remote e-voting on January 28, 2022, for the following special businesses:

1. Sub-Division/Split of existing 1 (One) Equity Shares of the Company of face value of Rs. 5 (Rupees Five Only) each to 5 (Five) Equity Shares of face value of Re. 1/- (Rupee One only) each;
2. Alteration of Clause V of the Memorandum of Association of the Company;
3. Enhancement of borrowing powers of the Company;
4. Creation of charge on the assets of the Company to secure the borrowings of the Company; and
5. Raising of funds upto Rs. 500 Crore through issue of securities.

The above is for your information and record.

Thanking you,
Yours faithfully,
For **GREENLAM INDUSTRIES LIMITED**



PRAKASH KUMAR BISWAL
COMPANY SECRETARY &
VICE PRESIDENT-LEGAL

Encl: As above.

PROCEEDINGS OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT BY REMOTE E-VOTING ON 28.01.2022

Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (the "Act") and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company had issued a Postal Ballot Notice dated December 28, 2021 ('Notice') to obtain approval of shareholders through Postal Ballot by remote e-voting for the following special businesses:

1. Sub-Division/Split of existing 1 (One) Equity Shares of the Company of face value of Rs. 5 (Rupees Five Only) each to 5 (Five) Equity Shares of face value of Re. 1/- (Rupee One only) each.
2. Alteration of Clause V of the Memorandum of Association of the Company.
3. Enhancement of borrowing powers of the Company.
4. Creation of charge on the assets of the Company to secure the borrowings of the Company.
5. Raising of funds upto Rs. 500 Crore through issue of securities.

In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General 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 and General Circular No. 20/2021, dated December 08, 2021 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"), the Company had sent the Notice only by email to those members of the Company, whose names appeared on the Register of members/ list of beneficial owners as received from the Registrar and Transfer Agent and who had registered their email addresses with the Company and/or with the Depositories as on Friday, December 24, 2021 ("Cut-off date").

The Notice was also available on the Company's website, www.greenlamindustries.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of Link Intime India Private Limited ("LIPL"), the agency engaged by the Company for providing the facility of Remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>.

In view of the aforesaid Circulars, voting through physical Postal Ballot Form was not applicable. The Company had availed the services of LIPL to provide the remote e-voting facility to the Members of the Company for the resolution proposed in the Notice.

The Members of the Company holding shares as on the Cut-off date were entitled to vote by way of assent or dissent on the resolution as set out in the Notice.

The advertisement containing the relevant details as required by the Companies (Management and Administration) Rules, 2014 as amended from time to time, was published on December 30, 2021 in Financial Express (English Language) all editions, and Jansatta (Hindi Language).

The Remote e-voting period had commenced from Thursday, December 30, 2021 (10:00 a.m. IST) and ended on Friday, January 28, 2022 (5:00 p.m. IST) and the e-voting platform was blocked thereafter.

The Board of Directors of the Company at its Meeting held on December 13, 2021 had appointed Mr. Dilip Kumar Sarawagi (Membership No. A13020 and C.P No. 3090), Proprietor of DKS & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer has submitted the report on January 28, 2022 to Mr. Shiv Prakash Mittal, Non - Executive Chairman of the Company.

The result relating to the Postal Ballot through e-voting is set out in the table below:

Resolutions	Mode of voting	No. of votes polled	No. of votes cast in Favour	No. of votes cast Against	% of votes in Favour of votes polled	% of votes Against of votes polled
Sub-Division/ Split of existing 1 (One) Equity Shares of the Company of face value of Rs. 5 (Rupees Five Only) each to 5 (Five) Equity Shares of face value of Re. 1/- (Rupee One only) each.	Remote E-voting	16465610	16465605	5	100.00	0.00
Alteration of Clause V of the Memorandum of Association of the Company	Remote E-voting	16465610	16465605	5	100.00	0.00
Enhancement of borrowing powers of the Company	Remote E-voting	16465610	16447510	18100	99.89	0.11
Creation of charge on the assets of the Company to secure the borrowings of the Company	Remote E-voting	16465610	16447510	18100	99.89	0.11

Raising of funds upto Rs. 500 Crore through issue of securities	Remote E-voting	16465610	16465602	8	100.00	0.00
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On the basis of the report of the Scrutinizer, Mr. Shiv Prakash Mittal, Non - Executive Chairman of the Company declared the results of the Postal Ballot through remote e-voting on Friday, January 28, 2022.

The voting results of the Postal Ballot along with the Scrutinizer's report has been placed on the website of the Company at www.greenlamindustries.com and the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of LIPL, the agency engaged by the Company for providing the facility of remote e-voting to the Members of the Company at <https://instavote.linkintime.co.in/>.

On the basis of the Scrutinizers' report, the resolution as mentioned in the Notice has been duly approved by the Members and shall be deemed to have been passed on January 28, 2022, the last date of e-voting.

The resolutions passed are as under:

1. Ordinary Resolution:

Sub-Division/Split of Equity Shares of the Company from face value of Rs. 5 each to face value of Re. 1/- each.

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the Members of the Company be and is hereby accorded for sub-division/split of existing 1 (one) Equity Share of the Company of face value of Rs. 5/- (Rupees Five Only) each in the Authorized Share Capital of the Company into 5 (Five) Equity Shares of face value of Re. 1/- (Rupee One only) each, which shall rank pari-passu in all respects with the existing equity shares with effect from the Record Date.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the Record Date, each Equity Share of the Company of face value of Rs. 5 (Rupees Five Only) each in the issued, subscribed and paid-up equity share capital shall stand sub-divided into 5 (Five) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date, and the Board of Directors of the Company may,

without requiring the surrender of the existing Share Certificate(s) by the Shareholders, issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the proportionate number of sub-divided Equity Shares shall be credited to the respective beneficiary de-mat accounts of the Shareholders held with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable including the fixing of Record Date, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division/split of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, to settle any question, difficulty or doubt that may arise in this regard.”

2. Ordinary Resolution:

Alteration of Clause V of the Memorandum of Association of the Company.

“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, 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, and upon sub-division of equity shares, from existing 1 (one) Equity Share of face value of Rs. 5/- each into 5 (Five) Equity Shares of face value of Re. 1/- each, the approval of the Members of the Company be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company shall be Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Re. 1/- (Rupee One only) each with the rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the share 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 or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company.”

RESOLVED FURTHER THAT Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company be 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.”

3. Special Resolution:

Enhancement of borrowing powers of the Company.

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company in this regard and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the allied rules made thereunder (including any statutory modification or re-enactment thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, applicable clauses of the Articles of Association of the Company, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee of Directors thereof) to borrow such sum or sums of monies in any manner from time to time with or without security whether in India or abroad, and upon such terms and conditions as the Board in its sole discretion may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loan obtained from Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board and outstanding at any time, shall not exceed the sum of Rs. 2,000 Crore (Rupees Two Thousand Crore only) or aggregate of the paid-up share capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company be and are hereby severally authorized to do all such acts, deed, matters and things as they may deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

4. Special Resolution:

Creation of charge on the assets of the Company to secure the borrowings of the Company.

“RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company in this regard and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the allied rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and applicable clauses of the Articles of Association of the Company, the approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee of Directors thereof) to create any charges, mortgages, pledges and/or hypothecations in addition to the existing charges, mortgages, pledges and/or hypothecations created/to be created by the Company on all or any immovable and movable properties of the Company, wherever situated, both present and future and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to takeover the substantial assets of

the Company in certain events in favour of any lender or holder of security or depositors or their agent(s) and trustee(s) including Financial Institutions and Commercial Banks to secure the borrowings in the form of the Rupees Term Loans, Corporate Loans, Foreign Currency Loans, Non-Convertible Debentures, Commercial Paper, Working Capital Limits or deposits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding Rs. 2,000 Crore (Rupees Two Thousand Crore only) or the aggregate of the paid-up share capital, free reserves and securities premium, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayments or redemption, costs charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lender/Agents and Trustees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize documents for creation of charge, mortgage, pledge and/or hypothecation and to do all such acts, deed, matters and things and to execute all such documents or writings as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company be and are hereby severally authorized to do all such acts, deed, matters and things as they may deem necessary, incidental, consequential, proper or desirable including but not limited to sign e-forms and to settle any question, difficulty or doubt that may arise in this regard.”

5. Special Resolution:

Raising of funds upto Rs. 500 Crore through issue of securities

“**RESOLVED THAT** pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force (“the Companies Act, 2013”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, as amended from time to time, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade and subject to such other applicable statutes, notifications, clarifications, circulars, rules, regulations and guidelines as may be applicable and relevant, as amended from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required from any appropriate or regulatory authority(ies), institution(s) or body(ies), and subject to such conditions as may be

prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) the approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), such number of Equity Shares, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights, securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, up to Rs. 500 Crore (Rupees Five Hundred Crore only) inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s) of prospectus, private placement(s), follow on offer or combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., in one or more tranches, including but not limited to Qualified Institutions Placement (“QIP”) such number of equity shares, or any other equity related instrument of the Company including to Domestic/Foreign Investors/Institutional Investors/Foreign Institutional Investors, Companies/Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers, whether shareholders of the Company or not, through a public issue or on a private placement basis or a qualified institutions placement, or preferential issue or through a combination of the foregoing as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) in Indian Rupees inclusive of such premium as may be determined by the Board, in its absolute discretion may deem t and appropriate, and as may be permitted under applicable law from time to time.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institution Placement in terms of the SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations as may be amended from time to time and the Eligible Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board may, at its sole discretion, offer a discount of not more than five percent (or such other percentage as permissible under applicable law) on the price so calculated for the Qualified Institutions Placement, as permitted under SEBI ICDR Regulations and further, subject to the provisions of applicable laws, price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of Securities shall be as per the regulations/guidelines prescribed by SEBI, or any other regulator and subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects except that the Investors who are allotted Equity Shares in the Issue will be entitled to participate in dividends, if any, declared by the Company after the allotment of Equity Shares in the QIP offering in compliance with the Companies Act, 2013, the equity listing agreement and other applicable laws and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital market including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the issue to the holders of any Securities convertible into Equity Shares shall be, inter alia, subject to the following terms and conditions: - · in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;

- in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion;
- in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted; and

- in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board (or committee appointed by it thereof) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, redemption period, execution of various transaction documents, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem t and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint the Lead Managers, Legal Advisors, Depositories, Registrars, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more Stock Exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and matters as may be necessary and also to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board or to any Director of the Company, any other officer(s) or employee(s) of the Company or any professional as it may consider appropriate in order to give effect to this Resolution.”

For **GREENLAM INDUSTRIES LIMITED**



PRAKASH KUMAR BISWAL
COMPANY SECRETARY &
VICE PRESIDENT-LEGAL