

GREENLAM/2023-24
November 08, 2023

To
Department of Corporate Services
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001
Scrip Code: 538979

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Symbol: GREENLAM

Dear Sir/Madam,

Sub: Intimation under Regulation 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Effectiveness of the Scheme of Arrangement between HG Industries Limited (the “Transferor Company”) and Greenlam Industries Limited (“Company” or “Transferee Company”) and their respective shareholders and creditors for the amalgamation of the Transferor Company with and into the Transferee Company (“Scheme”)

This is in continuation to our intimations dated October 31, 2023, November 04, 2023, and our intimation of earlier today i.e., November 08, 2023 notifying the Stock Exchange about (i) the detailed Order dated October 31, 2023 (“**Order**”) and (ii) receipt of the certified copy of the Order passed by the Hon’ble National Company Law Tribunal, New Delhi bench (“**Tribunal**”) sanctioning the Scheme between the Transferor Company and the Company and their respective shareholders and creditors for the amalgamation of the Transferor Company with and into the Transferee Company; and (iii) fixing the ‘Record Date’ in terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scheme.

Effectiveness of the Scheme:

In furtherance to the above, we hereby inform that the Scheme of Arrangement between the Transferor Company and the Transferee Company and their respective shareholders and creditors for the amalgamation of the Transferor Company with and into the Transferee Company, has become effective (with effect from the Appointed Date of April 01, 2022) upon completion of the filing of the certified copy of the Order passed by the Tribunal sanctioning the Scheme in Form INC-28 with the Registrar of Companies, NCT of Delhi (MCA website) on November 08, 2023. Accordingly, the Transferor Company stands amalgamated with and into the Transferee Company, in accordance with the provisions of the Scheme.

In view of the aforesaid and by virtue of the provisions of the Scheme, *inter alia* the following outcomes arise:

1. **Amendment to Memorandum of Association (“MOA”) of the Company:** Consequent to the effectiveness of the Scheme and in terms of the Scheme, the authorised share capital of the Transferor Company, comprising INR 4,00,00,000 (Indian Rupees Four crores only) divided

into 80,00,000 (eighty lakh) equity shares of face value of INR 5 (Indian Rupees Five only) each, automatically stands reclassified as INR 4,00,00,000 (Indian Rupees Four crores only), divided into 4,00,00,000 (Four crores) equity shares of face value of INR 1 (Indian Rupee one only) each, and then automatically stands consolidated and vested in and merged with the authorised share capital of the Transferee Company.

Accordingly, the existing Clause V of the Memorandum of Association (MOA) of the Transferee Company automatically stands substituted as follows:

Clause V of MOA

“The Authorized Share Capital of the Company shall be Rs. 19,00,00,000/- (Rupees Nineteen Crore Only) divided into 19,00,00,000 (Nineteen Crore) Equity Shares of Re. 1/- (Rupees One Only) each with the right, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify 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.”

2. **Issue & Allotment of Equity Shares:** Each equity shareholder of the Transferor Company (other than the Transferee Company in respect of its shareholding in Transferor Company) as on the Record Date i.e., 22 November 2023, will be issued and allotted 1 (one) fully paid-up equity share(s) of INR 1 (Indian Rupees One) each of the Transferee Company for every 2 (two) fully paid-up equity share(s) of INR 5 (Indian Rupees Five) each of the Transferor Company.
3. **Fractional entitlement:** Fractional entitlement, if any, shall be consolidated and allotted to the Trust (as defined in the Scheme), who shall hold such shares in trust on behalf of the relevant security holders entitled to such fractional entitlements, for the specific purpose of selling the same in the market and on such sale, distribute to the relevant security holders in proportion to their respective fractional entitlements, the net sale proceeds of such shares (after deduction of expenses incurred), within a period of 90 days from the allotment of such shares.

You are requested to take the above information on records.

Thanking You,
Yours faithfully,
For GREENLAM INDUSTRIES LIMITED

PRAKASH KUMAR BISWAL
COMPANY SECRETARY &
VICE PRESIDENT - LEGAL