

Greenlam/2018-19  
August 03, 2018

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](mailto:corp.relations@bseindia.com)

The Manager,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E)  
Mumbai - 400 051  
Fax No. 022-2659-8237/8238/8347/8348  
Email: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

BSE Scrip Code: **538979**

NSE Symbol: **GREENLAM**

**SUB: Intimation of Annual General Meeting**

Dear Sir/ Madam,

This is to inform you that the 5<sup>th</sup> Annual General Meeting of the Members of the Greenlam Industries Limited ("the Company") will be held on Tuesday, August 28, 2018 at 10:15 a.m. at the Registered Office of the Company at Makum Road, Tinsukia, Assam-786125. The copy of notice of the aforesaid Meeting is enclosed for your records and the same notice is posted on the website of the Company i.e. [www.greenlamindustries.com](http://www.greenlamindustries.com)

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



**PRAKASH KUMAR BISWAL**  
**COMPANY SECRETARY &**  
**VICE PRESIDENT - LEGAL**





## GREENLAM INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam-786125, India

Corporate Office: 1501-05, Narain Manzil, 23, Barakhamba Road, New Delhi-110001, India

Phone: +91 11 42791399, Fax: +91 11 42791330, CIN: L21016AS2013PLC011624

Email: investor.relations@greenlam.com ; website: www.greenlamindustries.com

## Notice

NOTICE is hereby given that the 5<sup>th</sup> Annual General Meeting of the Members of Greenlam Industries Limited for the financial year ended March 31, 2018 will be held on Tuesday, August 28, 2018 at 10.15 a.m. IST at the Registered Office of the Company at Makum Road, Tinsukia, Assam-786125 to transact the following businesses:

### ORDINARY BUSINESSES

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended March 31, 2018.
3. To appoint a director in place of Mr. Saurabh Mittal (DIN: 00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To fix the remuneration of Statutory Auditors of the Company for the financial year ended March 31, 2019.

### SPECIAL BUSINESSES

5. 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 Section 4, 13 read with the Table A of the Schedule I and other applicable provisions, if any, of the Companies Act, 2013, and the allied rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to necessary approvals, permissions and sanctions from the appropriate authority as may be required, the approval of the Members of the Company be and is hereby accorded, for the

following amendments to the Memorandum of Association of the Company:

- a) The existing title to Part A of Clause III of the Memorandum of Association of the Company i.e. “THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ARE” be and is hereby renamed as:

*“THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.*

- b) The existing title to Part B of Clause III of the Memorandum of Association of the Company i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE” be and is hereby renamed as:

*“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE”*

- c) The existing Part C of Clause III of Memorandum of Association i.e. “THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:” be and is hereby deleted along with all the objects mentioned thereunder except for point no. 3 which shall be shifted to the Part B of Clause III and numbered as point no. 30A, under the title - *‘Plantation and Cultivation’.*

- d) The existing Clause IV of the Memorandum of Association of the Company “The liability of the members is limited.” be and is hereby substituted by the following Clause:

*"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."*

- e) The phrase 'Companies Act, 1956' be and is hereby replaced with 'Companies Act, 2013' in the entire Memorandum of Association of the Company.
- f) The existing Part A of Clause III of the Memorandum of Association of the Company is rephrased and detailed as below:

*"To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers including installers, commission agents, of laminates of all sizes and descriptions, veneers, pre-laminated board, decorative laminates, decorative laminated sheets, high pressure laminates, post forming laminates, decorative veneers, ready to install doors, door sets, fire rated doors, Veneered Engineered Flooring and flooring of all kinds and descriptions and Particle Board of all kinds and descriptions and other paper based, wood based and plastic based products of all kinds and descriptions and industrial laminated sheets, compact laminates of every descriptions, post formed panels, whether laminated or not, restroom cubicles, lockers and every type of partition systems and to act as decorators and manufacturers and deal in housing furniture and fittings, interior decorators, commercial and industrial furniture and fittings and implements and tools of all descriptions and provide consultancy in total interior and exterior decoration and furniture solution."*

**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 and are hereby severally authorised to do all such acts, matters, deeds and things as they may in their absolute discretion deem necessary

for giving effect to the aforementioned resolution including any requisite changes in the Memorandum of Association but not limited to filing of requisite documents with the Registrar of Companies and with such other regulatory authority as may be required."

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

**"RESOLVED THAT** in addition to the earlier resolutions passed by the Members of the Company in their meeting held on August 21, 2017, and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, as amended from time to time and applicable clauses of the Articles of Association of the Company, in line with the approval of the Board of Directors, the approval of Members of the Company be and is hereby accorded for the payment of remunerations (including any fees or compensation payable) to all the Executive-Promoter Directors of the Company i.e. Mr. Saurabh Mittal, Managing Director & CEO and Ms. Parul Mittal, Whole-time Director, as per their existing terms of appointment, till the expiry of their current tenure, notwithstanding their aggregate annual remuneration exceeds 5 percent of the net profits of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Mr. Shiv Prakash Mittal, Non-Executive Chairman, 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 authorised to do all such acts, deeds, matters and things and give such directions as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Place: New Delhi  
Date: July 23, 2018

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

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

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses as set out in Item No. 5 and 6 is annexed hereto. Additional Information, pursuant to Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings") in respect of re-appointment of Mr. Saurabh Mittal at the 5<sup>th</sup> Annual General Meeting is also annexed hereto.

2. **A Member entitled to attend and vote at the Annual General Meeting ("the Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

**A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

3. The proxy holder shall prove his/her identity at the time of attending the Meeting.

4. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.

5. Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.

6. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

7. Corporate Members intending to attend the Meeting are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 22, 2018 to Tuesday, August 28, 2018 (both days inclusive) for determining the name of Members eligible for dividend on equity shares, if declared at the Meeting. The dividend if declared will be credited/dispatched between August 31, 2018 and September 06, 2018 to those Members whose name shall appear on the Register of Members of the Company at the close of working hours on Tuesday, August 21, 2018. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as beneficial owner as on that date.

10. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

i. The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;

ii. The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).

11. Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/ mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly

- from the Members holding shares in demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.
12. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's Registrar & Share Transfer Agent. Members are requested to note that as per the circular of the Securities and Exchange Board of India (SEBI), for transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/Registrar & Share Transfer Agent for registration of such transfer of shares.
  13. Queries on accounts and operation of the Company, if any, may please be sent at the Corporate Office of the Company at 1501-05, Narain Manzil, 23, Barakhamba Road, New Delhi-110001, at least seven working days in advance of the Meeting so that the answers may be made readily available at the Meeting.
  14. Members are requested to contact the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi-110028 (Phone No.: +91 11 41410592; Fax No.: +91 11 41410591; Email: delhi@linkintime.co.in) for reply to their queries/redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal at the Corporate Office of the Company (Phone No.: +91 11 42791399; Email: investor.relations@greenlam.com).
  15. Members, who have not yet encashed their dividend warrants for the financial year ended March 31, 2015; March 31, 2016 and/or March 31, 2017 are requested to make their claim to the Company's Registrar & Share Transfer Agent immediately.
  16. Members are requested to bring their attendance slip, duly signed as per the specimen signature recorded with the Company for admission into the Meeting Hall.
  17. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
  18. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
  19. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
  20. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
  21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd.
  22. Electronic copy of the Annual Report 2017-18, Notice of the aforesaid AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. The physical copies of the Notice of the aforesaid AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to the Members of the Company who have not registered their e-mail address in the permitted mode.
  23. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their



email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.

24. 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 Companies Act, 2013 read with Rules issued thereunder are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 5<sup>th</sup> AGM along with requisite documents and the Annual Report for the financial year 2017-18 shall also be available on the Company's website [www.greenlamindustries.com](http://www.greenlamindustries.com). Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
25. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by CDSL.
26. The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Poll/Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
27. The e-voting facility will be available during the following voting period:
  - i. Commencement of remote e-voting: From 10.00 a.m. IST of August 25, 2018

- ii. End of remote e-voting: Up to 5.00 p.m. IST of August 27, 2018.
28. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith.
  29. The process and manner for remote e-voting are as under:
    - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (ii) Click on "Shareholders/Members" tab.
    - (iii) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (iv) Next enter the Image Verification as displayed and Click on Login.
    - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vi) If you are a first time user follow the steps given below:

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**For Members holding shares in Demat Form and Physical Form**

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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.</li> </ul>
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Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Greenlam Industries Limited, on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a de-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 'compliance user' should be created using the admin login and password. The 'compliance user' would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked

Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or may contact Mr. Prakash Kumar Biswal, Company Secretary & Vice President - Legal of the Company. The Contact details are mentioned at the point 14 above.

30. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
31. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the Meeting and holding shares as of the cut-off date i.e. August 21, 2018, needs to refer the instruction above regarding login ID and password and may contact the Company or R&T Agent 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.
32. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.
33. 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 voting at the AGM through Poll/Ballot Paper.
34. The Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1<sup>st</sup> Floor, Kolkata-700 007 as the Scrutinizer to scrutinize the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
35. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Poll/ Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
36. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours 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 48 hours of conclusion of the AGM.
37. The Notice of the AGM shall be placed on the website of the Company and CDSL 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](http://www.greenlamindustries.com) and on the website of CDSL 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 as well as Corporate Office.
38. The route map showing directions to reach the venue of the Meeting is annexed.

Place: New Delhi  
Date: July 23, 2018

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

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

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal



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

### Resolution at Item No. 5

The Companies Act, 2013 ('the Act'), has prescribed a new format of Memorandum of Association ("MOA"). Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act and the allied rules made thereunder, it is proposed to alter the MOA of the Company in the following manner:

- a) The existing title to Part A of Clause III i.e. "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ARE" be renamed as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE".
- b) The existing title to Part B of Clause III i.e. "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT OF THE COMPANY ARE" be renamed as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE".
- c) The existing Part C of Clause III of Memorandum of Association i.e. "THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE" be deleted along with all the objects mentioned thereunder except for point no. 3 which shall be shifted to the Part B of Clause III and numbered as point no. 30A, under the title – '*Plantation and Cultivation*'.
- d) The existing Clause IV i.e. "The liability of the members is limited" be substituted by the Clause i.e. "The Liability of the Member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
- e) The phrase 'Companies Act, 1956' be and is hereby replaced with 'Companies Act, 2013' in the entire Memorandum of Association of the Company.

Further, with a view to avoid ambiguity in interpreting the scope of business activities which the Company is entitled to carry on, the existing Part A of Clause III of the Company is rephrased and detailed as below:

*"To carry on business as manufacturers, traders, exporters, importers, dealers, wholesalers, retailers, service providers including installers, commission agents, of laminates of all sizes and descriptions, veneers, pre-laminated board, decorative laminates, decorative laminated sheets, high pressure laminates, post forming laminates, decorative veneers, ready to install doors, door sets, fire rated doors, Veneered Engineered Flooring and flooring of all kinds and*

*descriptions and Particle Board of all kinds and descriptions and other paper based, wood based and plastic based products of all kinds and descriptions, and industrial laminated sheets, compact laminates of every descriptions, post formed panels, whether laminated or not, restroom cubicles, lockers and every type of partition systems and to act as decorators and manufacturers and deal in housing furniture and fittings, interior decorators, commercial and industrial furniture and fittings and implements and tools of all descriptions and provide consultancy in total interior and exterior decoration and furniture solution."*

The draft of the existing as well as amended Memorandum of Association of the Company will be available for inspection by Members of the Company on all working days, except Saturday, between 10:00 am to 5:00 pm at the registered office of the Company till the date of Annual General Meeting.

The Board of Directors recommends the Resolution set forth in Item No. 5 of the Notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or relatives of Directors and KMPs are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No. 5 of the accompanying Notice.

### Resolution at Item No. 6

The Securities and Exchange Board of India (SEBI) has recently come out with a Notification dated May 09, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). As per the Regulation 17(6)(e) of the Listing Regulations to be effective from April 01, 2019, any payment of remuneration to Executive-Promoter Directors (where there are two or more such directors) of the Company in excess 5 percent of net profits in aggregate will require the approval of the members of the Company by way of a special resolution.

Presently, the Company has two Executive-Promoter Directors namely, Mr. Saurabh Mittal, Managing Director & CEO [DIN: 00273917] and Ms. Parul Mittal, Whole-time Director [DIN: 00348783]. Their current remuneration was approved by the Members of the Company in the 4<sup>th</sup> Annual General Meeting of the Company held on August 21, 2017 by way of ordinary resolution in terms

of the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof. As per their present terms of appointment (including remuneration) the total remuneration payable to all the Executive-Promoter Directors is likely to exceed 5 percent of the net profits of the Company for the financial year 2019-20. Therefore, to enable the Company to pay the remuneration to the Executive-Promoter Directors, w.e.f. April 01, 2019, as per their current terms of appointment, the approval of Shareholders by way of special resolution is required.

Accordingly, Members of the Company are requested to approve the payment of remuneration to the Executive-Promoter Directors, namely Mr. Saurabh Mittal, Managing Director & CEO and Ms. Parul Mittal, Whole-

time Director as per their existing terms of appointment even after effect of the provisions of Regulation 17(6)(e) of the Listing Regulations.

Mr. Saurabh Mittal and Ms. Parul Mittal, Directors of the Company and their relative Mr. Shiv Prakash Mittal, who is also a Director of the Company are interested in the proposed resolution. None of the other Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution at Item No. 6.

The Board of Directors, hereby, recommends the resolution set forth in Item No. 6 for approval of the members as a Special Resolution.

**Brief Profile of Mr. Saurabh Mittal pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) is provided in the table below:**

Name of the Director	Mr. Saurabh Mittal
Father’s Name	Mr. Shiv Prakash Mittal
Date of Birth	October 06, 1975
Age	42 years
Date of first appointment on the Board of the Company	August 12, 2013
Expertise in specific functional areas	Mr. Saurabh Mittal is an alumni of Mayo College Ajmer and a Commerce graduate from the University of Madras. As Joint Managing Director & CEO, he was the prime mover of the exponential growth of Greenply Industries Limited and for carving a niche for Greenlam Laminates and allied decorative products. His hands on engagement across the entire value chain to build the business from its infancy has garnered him nearly two decades of first-hand experience in various fields. He has been deeply involved with the manufacturing process and has progressively added production capacity that is best in the industry. He spearheaded the marketing initiatives personally building brand Greenlam that undisputedly commands the market. His sales experience is especially strong in the B2B segment as he built a distribution network that has provided incomparable market reach. His finance, investor relations and corporate affairs involvement is phenomenal and his export orientation has resulted in our Company consistently being the largest exporter of laminate from India. The charismatic leadership, personal drive and strategic thinking of Mr. Saurabh Mittal has rallied our Company to attain market leadership in a very short period of time, both in the domestic and international markets.
Qualification	B. Com
Directorship held in other companies	<ul style="list-style-type: none"> <li>● Himalaya Granites Limited</li> <li>● Prime Properties Private Limited</li> <li>● Greenply Leasing &amp; Finance Private Limited</li> <li>● S. M. Safeinvest Private Limited</li> <li>● Greenlam Asia Pacific Pte. Limited</li> <li>● Greenlam America, Inc.</li> <li>● Greenlam Europe (UK) Limited</li> <li>● Greenlam Holding Co., Limited.</li> <li>● Greenlam Asia Pacific (Thailand) Co., Limited</li> </ul>

Chairman/member of the committee of the Board of Directors of the Company	Chairman: a) Corporate Social Responsibility Committee Member: a) Audit Committee b) Stakeholders' Relationship Committee b) Operational & Finance Committee
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a Director	Nil
Number of shares held in the Company	32,06,534 equity shares [13.29%]
No. of Board meetings attended during the year	4 out of 4 Board Meetings
Relationship with other Directors, Manager and KMPs	Son of Mr. Shiv Prakash Mittal and Spouse of Ms. Parul Mittal

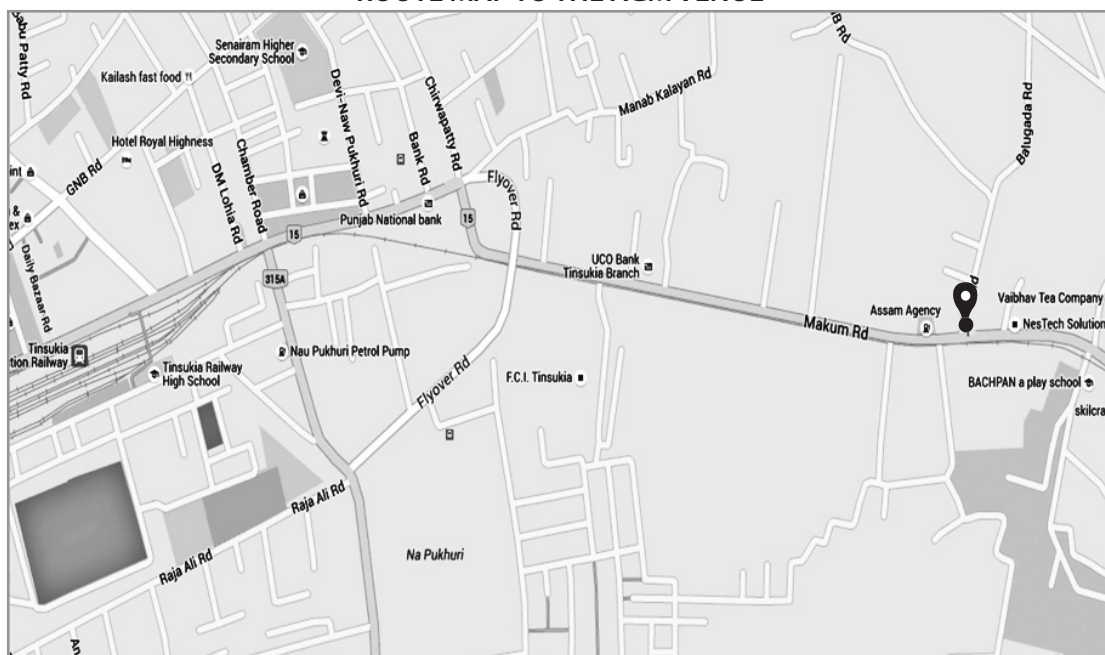
Place: New Delhi  
Date: July 23, 2018

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

**Registered Office:**  
Makum Road,  
Tinsukia, Assam-786 125

**Prakash Kumar Biswal**  
Company Secretary &  
Vice President - Legal

### ROUTE MAP TO THE AGM VENUE



 Greenlam Industries Limited  
Mukum Road, Tinsukia, Assam – 786 125



**GREENLAM INDUSTRIES LIMITED**

Registered Office: Makum Road, Tinsukia, Assam-786125, India  
 Corporate Office: 1501-05, Narain Manzil, 23, Barakhamba Road, New Delhi-110001, India  
 Phone: +91 11 42791399, Fax: +91 11 42791330, CIN: L21016AS2013PLC011624  
 Email: investor.relations@greenlam.com ; website: www.greenlamindustries.com

**Form MGT-11  
 Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L21016AS2013PLC011624
Name of the Company	GREENLAM INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam- 786125 Phone No.: +91 11 42791399, Fax No.:+91 11 42791330 Website: www.greenlamindustries.com, Email :investor.relations@greenlam.com
Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, August 28, 2018 at 10:15 a.m. at Registered Office of the Company at Makum Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2	To declare dividend on equity shares of the Company for the financial year ended March 31, 2018.
3	To appoint a director in place of Mr. Saurabh Mittal (DIN:00273917), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4	To fix the remuneration of Statutory Auditors of the Company for the financial year ended March 31, 2019.
5	To alter the Memorandum of Association of the Company.
6	To approve the payment of remuneration (including any fees or compensation payable) to the all Executive-Promoter Directors of the Company as per their existing terms of appointment, notwithstanding their aggregate annual remuneration exceeds 5 percent of the net profits of the Company.

Signed this ..... day of ..... 2018

\_\_\_\_\_  
 Signature of Proxy holder(s)

\_\_\_\_\_  
 Signature of Shareholder

Affix  
 Revenue  
 Stamp

**Note:**

Note: This form of proxy in order to be effective should be duly completed, stamped, dated and signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



## GREENLAM INDUSTRIES LIMITED

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India;  
Corporate Office: 1501-05, Narain Manzil, 23, Barakhamba Road, New Delhi-110001, India  
Phone: +91 11 42791399; Fax: +91 11 42791330, CIN: L21016AS2013PLC011624  
Email: investor.relations.@greenlam.com ; Website: www.greenlamindustries.com

### ATTENDANCE SLIP

Registered Folio / DP ID & Client ID :

Name and Address of the Shareholder :

Joint Holder(s) :

No. of Shares :

I/We hereby record my/our presence at the 5<sup>th</sup> Annual General Meeting of the Company being held on Tuesday, August 28, 2018 at 10:15 a.m. IST at the Registered Office of the Company at Makum Road, Tinsukia, Assam-786125.

\_\_\_\_\_  
Signature of Shareholder(s)/proxy present

Notes:

- Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting venue duly signed.
- Only Shareholders or Proxies will be allowed to attend the Meeting.

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### ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
180730015	

Note: Please read the note no. 22, 25 to 34 of the Notice of the 5<sup>th</sup> Annual General Meeting dated July 23, 2018, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. IST of August 25, 2018 and ends at 5:00 p.m. IST of August 27, 2018.