

Greenlam/2015-16

April 03, 2015

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

Bandra (E)

Mumbai - 400 051

Fax No. 022-2659-8237/8238/8347/8348

Email: cmllist@nse.co.in

Dear Sir/Madam,

Sub: Postal Ballot Notice and Postal Ballot Form

We are forwarding herewith a 6 (six) copies of Postal Ballot Notice and Postal Ballot Form for your reference and record.

Thanking you,

Yours faithfully,

For **GREENLAM INDUSTRIES LIMITED**


PRAKASH KUMAR BISWAL
COMPANY SECRETARY &
ASST. VICE PRESIDENT-LEGAL



Encl: As above



Greenlam

Industries Limited

GREENLAM INDUSTRIES LIMITED

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

Corporate Office: 1501-05, Narain Manzil, 23, Barakhamba Road, New Delhi - 110 001, India

Corporate Identity Number: U21016AS2013PLC011624

Phone: (011) 4279 1399, **Fax:** (011) 4279 1330

Email: investor.relations@greenlam.com, **Website:** www.greenlamindustries.com

POSTAL BALLOT NOTICE

Pursuant to section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

To
The Shareholders

Notice is hereby given that the following Resolutions are proposed to be passed as Special Resolution(s) by way of Postal Ballot either through voting by post or e-voting in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('Act, 2013') read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") (including any statutory modification, amendment to or re-enactment thereof).

The Explanatory Statement under Section 102 of the Act, 2013 pertaining to the aforesaid resolutions stating all material facts concerning the item and the reasons thereof along with a Postal Ballot Form including instructions for e-voting are annexed hereto for your consideration. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution(s).

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent/dissent therein by filling necessary details and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours i.e. 6.00 p.m. on Monday, 4th May, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

E-voting Option

Pursuant to the provisions of Rule 22 of the Rules and Clause 35B of the Equity Listing Agreement, the Company is also providing the option of voting by electronic means. Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. Please note that e-voting is optional. Shareholders desirous to opt for e-voting facility are requested to read and follow the instructions provided in the Postal Ballot Form.

Upon completion of the scrutiny of the Forms and votes casted through e-voting facility, the Scrutinizer shall submit his Report to the Chairman/Managing Director or any other authorised person of the Company. The result of the postal ballot would be declared by placing the same, along with the Scrutinizer's Report on the website of the Company viz. www.greenlamindustries.com on Thursday, 7th May, 2015. The result of the postal ballot would also be intimated to the Stock Exchange(s) where the shares of the Company are listed and be published in newspapers. The date of declaration of the Result shall be deemed to be the date of passing of the said resolutions.

RESOLUTION(S)

1. Payment of Annual Commission to Independent Directors of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('Act, 2013') and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and applicable provisions of Equity Listing Agreement with the Stock Exchange(s), consent of the members of the Company be and is hereby accorded for the payment of annual commission to the Independent Directors, for the financial year 2014-15 and subsequent years, up to ₹ 7,50,000.00 (excluding applicable service taxes thereon) to each of the Independent Director of the Company subject to the total commission to all the Non-executive Directors along with the applicable service tax thereon, if any, shall not exceed 1(one) per cent of the net profit of the Company in any financial year.

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

2. Sale of products to Subsidiaries of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related parties, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company —

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenlam Asia Pacific Pte. Ltd.	Sale of products	Up to ₹ 400 crore per financial year
2	Greenlam America, Inc.		
3	Greenlam Europe (UK) Limited		

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

3. Availing of Information Technology and Business Auxiliary Services from Greenply Industries Limited

To consider and if thought fit, to pass, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act, 2013’) and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and applicable provisions of Equity Listing Agreement with the Stock Exchange(s), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract or arrangement with the following related party, for the financial year 2014-15, up to the maximum amount, as mentioned below on such terms and conditions as the Board of Directors may think proper and beneficial for the Company —

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Industries Limited	Availing of Information Technology and Business Auxiliary Services	Up to a maximum of ₹ 4,00,00,000/-

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

4. Sale to or purchase from Greenply Industries Limited of raw materials, semi-finished and finished goods

To consider and if thought fit, to pass, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Equity Listing Agreement with the Stock Exchange(s), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with the following related party, during the financial year 2014-15 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company —

Sl. No.	Name of Related Party	Nature of Transaction	Value of Transaction
1	Greenply Industries Limited	Sale of raw materials, semi-finished and finished goods	Up to ₹ 20 crore during any financial year
2	Greenply Industries Limited	Purchase of raw materials, semi-finished and finished goods	Up to ₹ 20 crore during any financial year

RESOLVED FURTHER THAT Mr. Shiv Prakash Mittal, Non-Executive Chairman, Mr. Saurabh Mittal, Managing Director & CEO, Mr. Ashok Kumar Sharma, Chief Financial Officer and Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the resolution.”

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

Prakash Kumar Biswal
Company Secretary &
Asst. Vice President-Legal

Place : New Delhi

Date : 28.03.2015

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the proposed resolution(s) are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed, Ms. Nivedita Shankar, Practising Company Secretary, 1006-1009 Krishna Building, 224, AJC Bose Road, Kolkata – 700017 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. After completion of scrutiny, the Scrutinizer will submit the Report to the Chairman/Managing Director and in his absence to any other authorized person of the Company. The result of the postal ballot would be declared by placing the same, along with the Scrutinizer’s Report on the website of the Company at www.greenlamindustries.com. The result of the postal ballot would also be intimated to the Stock Exchange(s) where the shares of the Company are listed and be published in newspapers. The date of declaration of the result shall be deemed to be the date of passing of the said resolution(s).
3. The Notice is being sent by post to all the members whose names appear in the Register of Members / list of Beneficial Owners as on 27.03.2015 (Record Date).
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, 2013 read with the Rules and the Equity Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. Please note that e-voting is optional. Shareholders are requested to read carefully the instructions given below before casting their vote electronically.
5. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The shareholders are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours i.e. 6.00 p.m. on Monday, 4th May, 2015, failing which it shall be strictly treated as if no reply has been received from such shareholder.
6. Only a shareholder who is entitled to vote is entitled to exercise his/her vote through Postal Ballot or E-voting. The date of completion of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the date mentioned in point 3 above should treat the same as intimation only.
7. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means may contact Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company by sending email at prakash.biswal@greenlam.com or call at (011) 42791399.
8. A member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than the date specified in point 5 above.
9. Kindly note that a Shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. However, in case shareholder(s) cast their vote both by Physical Ballot and e-voting, then the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The decision of the Scrutiniser shall be final in this regard.
10. Relevant agreements/documents pertaining to the Resolution(s) above will be available for inspection at the registered office of the Company from the date on which the voting starts and till the conclusion of the voting i.e. from 4th April, 2015 to 4th May, 2015.
11. A copy of the postal ballot notice will be available on the website of the Company at www.greenlamindustries.com till the last date for receipt of the postal ballots from the members.

12. The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 4th April, 2015 (9:00 am) and ends on 4th May, 2015 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th March, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN against the Company's name for which you choose to vote i.e. GREENLAM INDUSTRIES LIMITED.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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 should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses.

Item No. 1

The members of the Company at the 1st Annual General Meeting of the Company held on 30th October, 2014 had approved the appointment of Mr. Vijay Kumar Chopra (DIN: 02103940), Ms. Urvashi Saxena (DIN: 02021303) and Ms. Sonali Bhagwati Dalal (DIN: 01105028) as Independent Directors of the Company to hold office for 5 (five) consecutive years from the date of the 1st Annual General Meeting up to the conclusion of the 6th Annual General Meeting of the Company to be held in the calendar year 2019. Subsequently, a composite Scheme of Arrangement under Sections 100 to 104 and 391 to 394 of the Companies Act, 1956 between Greenply Industries Limited and Greenlam Industries Limited and their respective shareholders and creditors, for demerger of the Decorative Business (comprising of Laminates and Allied Products) of Greenply Industries Limited with all its assets and liabilities, into Greenlam Industries Limited with effect from April 01, 2013 (Appointed Date) was approved by the Hon'ble Gauhati High Court vide its order dated 31.10.2014. The equity shares of the Company issued and allotted pursuant to the said Scheme of Arrangement have already been listed on the National Stock Exchange of India Limited and BSE Limited.

In the backdrop of the above scenario, it is pertinent to emphasize that all the Independent Directors on the Board of your Company are eminent personalities in their respective fields and your Board considers that their association with the Company would be of immense benefit to the Company. Further, considering the short and long term performance objectives of the Company vis-à-vis expected involvement of Independent Directors of the company to contribute significantly to the growth of the Company by bringing with them professional expertise, rich and wide experience, the Board is of the view that it is necessary to pay annual commission to each of the Independent Directors up to ₹ 7,50,000.00 (Rupees Seven Lacs Fifty Thousand only) per annum commencing from the financial year 2014-15 which may exceed the materiality threshold limit as provided in Clause 49(VII)(C) of the Equity Listing Agreement.

Considering the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Clause 49(VII)(E) of the Equity Listing Agreement it would be in the best interest of the Company to seek shareholder's approval for the above payment to independent directors by way of special resolution and therefore your directors recommend passing of the resolution at item no. 1 as special resolution.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which has come into effect from October 1, 2014, any member, who is a related party, will not vote on the resolution.

Mr. Vijay Kumar Chopra, Ms. Urvashi Saxena and Ms. Sonali Bhagwati Dalal, all being the Independent Directors of the Company, may be deemed to be concerned or interested in this resolution. None of the other promoters, 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.

Item No. 2

Pursuant to a composite Scheme of Arrangement under Sections 100 to 104 and 391 to 394 of the Companies Act, 1956 between Greenply Industries Limited ("Greenply") and Greenlam Industries Limited ("the Company") and their respective shareholders and creditors, the Decorative Business (comprising of Laminates and Allied Products) of Greenply with all its assets and liabilities has been demerged into the Company with effect from April 01, 2013 (Appointed Date), consequent to receipt of approval of the Hon'ble Gauhati

High Court to the said Scheme and order of the Hon'ble Gauhati High Court dated 31.10.2014 having been filed with the concerned Registrar of Companies on 17.11.2014. Pursuant to the said Scheme of Arrangement, Greenlam Asia Pacific Pte. Ltd., Singapore, Greenlam America, Inc., USA, and Greenlam Europe (UK) Limited, United Kingdom, have become subsidiaries of the Company.

Post coming into effect of the Scheme of Arrangement, your Company has been selling its products to Greenlam Asia Pacific Pte. Ltd., Singapore, Greenlam America, Inc., USA, and Greenlam Europe (UK) Limited, United Kingdom, to cater to various overseas markets and the same will continue in future. Considering the provisions of the Clause 49 of the Equity Listing Agreement and Section 188 of the Companies Act, 2013 and the rules made thereunder, your Board of Directors are of the view that it would be in the best interests of the Company to seek shareholders' approval for the transactions/arrangements with the said bodies corporate. In keeping with the requirements of the rules framed under the Companies Act, 2013, brief particulars of the above transactions are provided herein below :

Sl. No.	Name of Related Party	Nature of Transaction	Material terms, monetary value and particulars of the contract or arrangement	Name of the director or key managerial personnel who is related
1	Greenlam Asia Pacific Pte. Ltd.	Sale of products	Monetary Value : Transaction value towards sale of products to all these three subsidiaries shall not exceed ₹ 400 crore per financial year. Tenure : There is no commitment for sale of minimum quantity or for a minimum period. However, the arrangement will be continued after the Financial Year 2014-15 till it suits the business of Company. Credit period : To be determined from time to time. Security Deposit : Nil	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Ms. Parul Mittal
2	Greenlam America, Inc.			
3	Greenlam Europe (UK) Limited			

Further, brief details of the related parties are as below :

Sl. No.	Name of the Related Party with whom transaction is proposed	Nature of Relationship with the Company	Name of the Directors of Related Party	No. of Shares held by the directors
1	Greenlam Asia Pacific Pte. Ltd.	Subsidiary of Greenlam Industries Limited	Mr. Saurabh Mittal	Nil
			Mr. Desmond Sim Soo Miang	Nil
2	Greenlam America, Inc.	Subsidiary of Greenlam Industries Limited	Mr. Saurabh Mittal	Nil
3	Greenlam Europe (UK) Limited	Subsidiary of Greenlam Industries Limited	Mr. Saurabh Mittal	Nil

Mr. Saurabh Mittal, Director of the Company and his relatives (including promoters, Mr. Shiv Prakash Mittal and Ms. Parul Mittal, Directors 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.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which has come into effect from October 1, 2014, the above referred arrangement(s) may be 'material' related party transactions and accordingly any member, who is a related party, will not vote on the resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party in the context of the arrangement under consideration herein.

Your Board recommends passing of the resolution under Item no. 2 of the Notice as a Special Resolution.

Item No. 3

During the financial year 2014-2015, your Company has availed of Information Technology and Business Auxiliary services from Greenply Industries Limited. The Information Technology services pertained to sharing of Information Technology Resources of Greenply Industries Limited and Business Auxiliary services pertained to sharing of Human Resources and office premises by Greenply Industries Limited. Further, Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 requires a company to seek the approval of its shareholders for all such contracts or arrangements pertaining to availing or rendering of services, whose value exceeds 10% of the turnover or ₹ 50.00 crores in value, whichever is lower. The total value of the services availed by your Company is above

the threshold limit necessitating approval of shareholders by way of special resolution. In keeping with the requirements of the Rules framed under the Companies Act, 2013, brief particulars of the above transaction are provided herein below :

Sl. No.	Name of Related Party	Nature of Transaction	Material terms, monetary value and particulars of the contract	Name of the director or key managerial personnel who is related
1.	Greenply Industries Limited	Availing of Information Technology and Business Auxiliary services	Based on the services provided and to be provided, the total value of the transaction will not exceed ₹ 4,00,00,000 which will be to be paid by the Company in one or more tranches.	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Ms. Parul Mittal

Further, brief details of the related parties are as below :

Sl. No.	Name of the Related Party	Nature of Relationship with the Company	Name of the Directors of the Related Party	No. of Shares held by the directors
1	Greenply Industries Limited	By virtue of Section 2(76)(v) of Companies Act, 2013	Mr. Shiv Prakash Mittal	506000
			Mr. Rajesh Mittal	533180
			Mr. Shobhan Mittal	472400
			Mr. Moina Yometh Konyak	Nil
			Mr. Susil Kumar Pal	Nil
			Mr. Anupam Kumar Mukerji	Nil
			Mr. Vinod Kumar Kothari	Nil
			Ms. Sonali Bhagwati Dalal	Nil
			Mr. Upendra Nath Challu	Nil

Mr. Shiv Prakash Mittal, Director of the Company and his relatives (including Mr. Saurabh Mittal and Ms. Parul Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Promoters, 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.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which has come into effect from October 1, 2014, the above referred arrangement(s) may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party in the context of the arrangement under consideration herein.

Your Board recommends passing of the resolution under Item no. 3 of the Notice as a Special Resolution.

Item No. 4

As you are aware that pursuant to a composite Scheme of Arrangement under Sections 100 to 104 and 391 to 394 of the Companies Act, 1956 between Greenply Industries Limited ("Greenply") and Greenlam Industries Limited ("Greenlam/Company") and their respective shareholders and creditors, the Decorative Business (comprising of Laminates and Allied Products) of Greenply with all its assets and liabilities has been demerged into Greenlam with effect from April 01, 2013 (Appointed Date), consequent to receipt of approval of the Hon'ble Gauhati High Court to the said Scheme and order of the Hon'ble Gauhati High Court dated 31.10.2014 having been filed with the concerned Registrar of Companies on 17.11.2014.

Prior to coming into effect of the composite Scheme of Arrangement, there were inter-unit transfers of raw materials, semi-finished and finished goods among the units of Greenply Industries Limited. Post coming into effect of the Scheme of Arrangement, similar transaction between the units of Greenply Industries Limited and Greenlam Industries Limited shall be treated as related party transactions and will be hit by Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013. Nonetheless, considering the business necessity and mutual benefit, such business relationship is expected to continue for the years to come. In keeping with the requirements of the Rules framed under the Companies Act, 2013, brief particulars of the above transactions are provided herein below :

Sl. No.	Name of Related Party	Nature of Transaction	Material terms, monetary value and particulars of the contract	Name of the director or key managerial personnel who is related
1.	Greenply Industries Limited	Sale of raw materials, semi-finished and finished goods	Monetary value: Transaction value towards sale of raw materials, semi-finished and finished goods shall not exceed ₹ 20 crore per financial year. Tenure: There is no commitment for sale of minimum quantity or for a minimum period. However, the arrangement will be continued till it suits the business of Company. Credit period: To be determined from time to time. Security Deposit: Nil	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Ms. Parul Mittal
2.	Greenply Industries Limited	Purchase of raw materials, semi-finished and finished goods	Monetary value : Transaction value towards purchase of raw materials, semi-finished and finished goods shall not exceed ₹ 20 crore per financial year. Tenure : There is no commitment for purchase of minimum quantity or for a minimum period. However, the arrangement will be continued till it suits the business of Company. Credit period : To be determined from time to time. Security Deposit : Nil	Mr. Shiv Prakash Mittal Mr. Saurabh Mittal Ms. Parul Mittal

Further, brief details of the related parties are as below :

Sl. No.	Name of the Related Party	Nature of Relationship with the Company	Name of the Directors of the Related Party	No. of Shares held by the directors
1	Greenply Industries Limited	By virtue of section 2(76)(v) of Companies Act, 2013	Mr. Shiv Prakash Mittal	506000
			Mr. Rajesh Mittal	533180
			Mr. Shobhan Mittal	472400
			Mr. Moina Yometh Konyak	Nil
			Mr. Susil Kumar Pal	Nil
			Mr. Anupam Kumar Mukerji	Nil
			Mr. Vinod Kumar Kothari	Nil
			Ms. Sonali Bhagwati Dalal	Nil
			Mr. Upendra Nath Challu	Nil

Mr. Shiv Prakash Mittal, Director of the Company and his relatives (including Mr. Saurabh Mittal and Ms. Parul Mittal, Directors of the Company) are interested in the proposed resolution. None of the other Promoters, 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.

Considering the provisions of the revised Clause 49 of the Equity Listing Agreement which has come into effect from October 1, 2014, the above referred arrangement(s) may be 'material' related party transactions and accordingly member, who is a related party, will not vote on the resolution.

Members are also hereby informed that pursuant to the provisions of Section 188 of the Companies Act, 2013, no member of the Company shall participate in the resolution, if such member is a related party in the context of the arrangement under consideration herein.

Your Board recommends passing of the resolution under Item no. 4 of the Notice as a Special Resolution.

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

Prakash Kumar Biswal
Company Secretary &
Asst. Vice President-Legal

Place : New Delhi
Date : 28.03.2015

Greenlam
Industries Limited
GREENLAM INDUSTRIES LIMITED
(CIN: U21016AS2013PLC011624)

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India; **Phone:** +91-11-4279 1399
Fax: +91-11-4279 1330; **Website:** www.greenlamindustries.com; **Email:** investor.relations.@greenlam.com

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing the Form)

Serial No.	
Name & Registered Address of the Sole/First Named Shareholder	
Name of the Joint Holder(s), (if any)	
Registered Folio Number/DP ID No./ Client ID No* (Applicable to investors holding shares in dematerialized form)	
No. of share(s) held	

I/We hereby exercise my/our votes in respect of the Resolution(s) as in the Notice dated 28th March, 2015 and as set out below to be passed by the means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick ☒ mark at the appropriate box given below (tick in both the boxes will render the ballot invalid):

Sl. No.	Resolution	Number of share(s) held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution under Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules there under and applicable provisions of the Equity Listing Agreement for payment of Annual Commission to Independent Directors of the Company.			
2	Special Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for Sale of products to Subsidiaries of the Company.			
3	Special Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for Availing of Information Technology and Business Auxiliary Services from Greenply Industries Limited.			
4	Special Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and allied rules thereunder and applicable provisions of the Equity Listing Agreement for Sale to or purchase from Greenply Industries Limited of raw materials, semi-finished and finished goods.			

Place : _____

Date : _____

Signature of the Member/Authorised Representative

NOTES : (I) If the voting rights are exercised electronically, there is no need to use this form.

(II) Please read carefully the instructions given overleaf before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password/Reference Number

INSTRUCTIONS TO POSTAL BALLOT

- 1) A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form **in original** in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by Registered Post at the expense of the Member will also be accepted.
- 2) The self-addressed envelope bears the address for sending Postal Ballot Form to the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The vote should be cast either in favour or against by putting the ☒ mark in the column provided for assent or dissent. Postal Ballot form bearing ☒ in both the columns will render the form invalid.
- 4) The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
- 5) In case of Members other than individuals, a specific Board Resolution/Authorisation, duly attested, authorizing a person to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case the registration number of Power of Attorney be provided or an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- 6) The voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 27th March, 2015 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
- 7) An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
- 8) No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 5 above) should be sent in the self addressed postage pre-paid envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
- 9) There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
- 10) A member neither needs to use all his/her votes nor needs to cast all his/her votes on the Resolution.
- 11) The exercise of vote by Postal Ballot is not permitted through proxy.
- 12) For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot including voting by electronic means contact Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal of the Company by sending email at prakash.biswal@greenlam.com or call at (011) 4279 1399.
- 13) The item of business covered by this postal ballot will not be transacted at any General Meeting.
- 14) The voting period ends on the close of working hours at 6.00 p.m. on 4th May, 2015. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution and will be strictly treated as if reply from such member has not been received.
- 15) If at all two postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
- 16) Scrutinizer's decision on the validity of the Postal Ballot shall be final.