GREENLAM INDUSTRIES LIMITED
Registered Office: Makum Road, Tinsukia, Assam - 786 125, India
Corporate Office: 1501-1505, Narain Manzil, 23 Barakhamba Road New Delhi - 110001, India
Phone: 011-42791399, Fax: 011-42791330, CIN: L21016AS2013PLC011624
Email: investor.relations@greenlam.com; website: www.greenlamindustries.com

Notice

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Greenlam Industries Limited will be held at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125 on Monday, August 24, 2015 at 9.30 a.m. to transact the following businesses:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, the Consolidated Audited 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, 2015.
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 ratify the appointment of M/s D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company in accordance with Sections 139, 141, 142 of Companies Act, 2013.

Special Business

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the allied rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Parul Mittal (DIN:00348783), who was appointed as an Additional Director of the Company with effect from November 11, 2014 in accordance with Section 161 of the Act and the Articles of Association of the Company and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT 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 take such steps expedient or desirable to give effect to this resolution."

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

Place: New Delhi
Date: May 28, 2015

Registered Office:
Makum Road,
P.O. Tinsukia, Assam - 786 125

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business as set out in Item No. 5 is 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 himself / herself 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 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 have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.

6. Proxies shall be made available for inspection during 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 send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing such person to attend and vote on their behalf.

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 August 18, 2015 to August 19, 2015 (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 28, 2015 and September 2, 2015 to those Members whose name shall appear on the Register of Members of the Company on August 17, 2015. In respect of shares held in electronic form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.

10. Securities & 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 Agents of the Company (R&T) (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 Email 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 Registrars and Share Transfer Agents cannot act on any such request received directly from the Members holding shares in demat mode.

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 and Share Transfer Agent. Members are requested to note that as per the circular of 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 and 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 1501-1505, Narain Manzil, 23 Barakhamba Road, New Delhi-110001, at least seven 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 & Transfer Agents, M/s. Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, PVR Naraina, New Delhi-110028 (Ph. No. 011-41410592; Fax No.011-4141059; Email id. delhi@linkintime.co.in) for reply to their queries/ redressal of complaints, if any, or contact Mr. Prakash Kumar Biswal, Company Secretary & Asst. Vice President-Legal at the Corporate Office of the Company (Ph. No.: 011-4279 1399; Email: investor.relations@greenlam.com).

15. 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 along with their copy of annual report to the meeting.

16. 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.

17. 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 and Share Transfer Agent.

18. 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 and Share Transfer Agent for consolidation into single folio.

19. Since 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.

20. 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/Registrars and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd.

21. Electronic copy of the Annual Report 2015, 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 and Share Transfer Agents/Depository Participants(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 is being sent to the Members of the Company who have not registered their e-mail address in the permitted mode.

22. 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.

23. 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. and 1:00 p.m. and also at the AGM. Further, the Notice for this 2nd AGM along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.greenlaamindustries.com. Further, the notice received under section 160 of Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.

24. 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 applicable provisions of the listing agreements with Stock Exchanges, 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.

25. 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.

26. 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.

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 21, 2015

    ii. End of remote e-voting: Up to 5.00 p.m. IST of August 23, 2015

28. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 17, 2015, may cast their vote by remote e-voting. The remote 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 during the voting period

    (ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(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 sequence number which is printed on Attendance Slip indicated 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 holder 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 for Greenlam Industries Limited, on which you choose to vote.

(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 same 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 Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in 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 they have to create a 'compliance user' which would 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

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 17, 2015, needs to refer the instruction above regarding login ID and password and may contact the Company or RTA for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

32. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

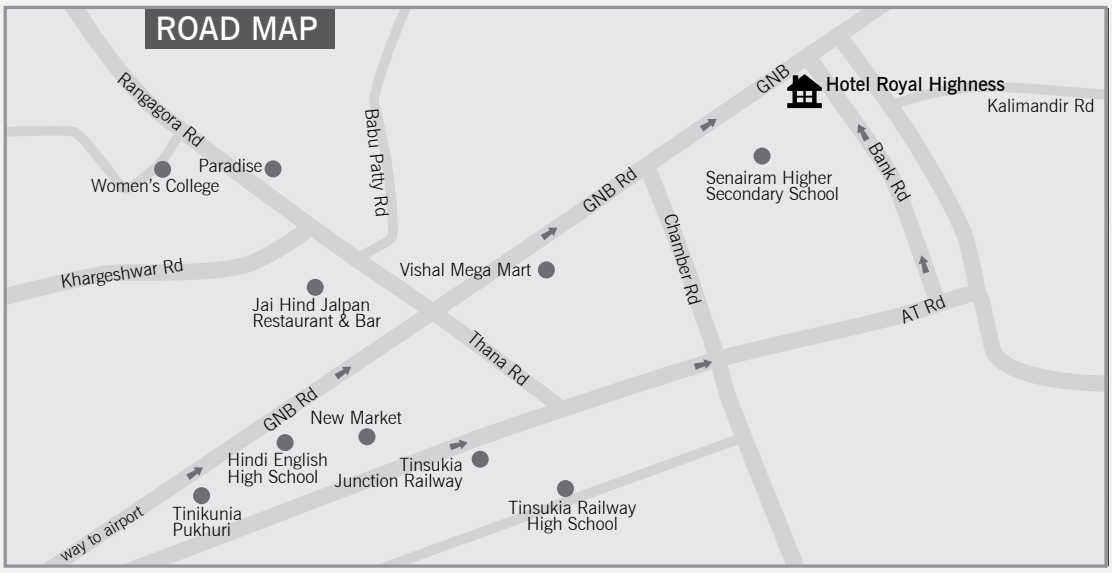
33. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot Paper.

34. The Company has appointed Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, Proprietor of M/s. DKS & Co., of 173, M. G. Road, 1st 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 general 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, not later than 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, alongwith the Scrutinizer's Report shall be placed on the Company's website 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.



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 Business set out at Item No. 5 of the accompanying Notice dated May 28, 2015.

Item No. 5

The Board of directors at their meeting held on 11th November, 2014 appointed Ms. Parul Mittal as an additional director of the Company pursuant to Section 161 of the Companies Act, 2013, who holds office as such up to the date of the 2nd Annual General Meeting of the Company. However, a notice in writing has been received from a Member along with a deposit of Rs. 1 lakh pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Parul Mittal as a director of the Company, liable to retire by rotation.

Based on the declaration received from Ms. Parul Mittal, the Board is of the opinion that she is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013.

Pursuant to Clause 49 of the Listing Agreement and other applicable provisions, the details of the Directors seeking appointment/reappointment at the ensuing Annual General Meeting are provided in the Corporate Governance section of the Annual Report of the Company.

Ms. Parul Mittal and her relatives (including Mr. Saurabh Mittal and Mr. Shiv Prakash Mittal, Directors of the Company) may be deemed to be concerned or interested in the proposed resolution. Ms. Parul Mittal along with her relatives holds 14.46% of equity share capital of the Company. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing the resolution as an ordinary resolution.

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

Place: New Delhi
Date: May 28, 2015

Registered Office:
Makum Road,
P.O. Tinsukia, Assam - 786 125

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

GREENLAM INDUSTRIES LIMITED

(CIN: L21016AS2013PLC011624)

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India; Phone: +91 11-42791399
Fax: +91 11 42791330; Website: www.greenlamindustries.com;
Email: investor.relations@greenlam.com

Form No. 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 Company	GREENLAM INDUSTRIES LIMITED
Registered Office	Makum Road, Tinsukia, Assam- 786125 Tel: +91 11-42791399, Fax: +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:

1) Name: ---------- Address: ---------- ----------

Email Id: ---------- Signature: ----------, or failing him/her

2) Name: ---------- Address: ---------- ----------

Email Id: ---------- Signature: ----------, or failing him/her

3) Name: ---------- Address: ---------- ----------

Email Id: ---------- Signature: ----------, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company, to be held on Monday, August 24, 2015 at 9:30 a.m.at "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, Consolidated Financial Statements for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2.	To declare dividend on equity shares for the financial year ended March 31, 2015.
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 reappointment.
4.	To ratify the appoint M/s. D. Dhandaria & Company, Chartered Accountants (Registration No. 306147E) as Statutory Auditor of the Company and to fix their remuneration.
5.	To approve the appointment of Ms. Parul Mittal (DIN:00348783) as a director of the Company, liable to retire by rotation.

Signed this _____ day of _____ of 2015.

Affix Revenue Stamp

Signature of the Shareholder: _____

Signature of the proxy holder(s): _____ _____ _____

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

(CIN: L21016AS2013PLC011624)

Registered Office: Makum Road, Tinsukia, Assam, 786 125, India; Phone: +91 11-42791399
Fax: +91 11 42791330; Website: www.greenlamindustries.com;
Email: investor.relations@greenlam.com

ATTENDANCE SLIP

Only Shareholders or Proxies will be allowed to attend the meeting

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 2nd Annual General Meeting of the Company being held on Monday, August 24, 2015 at 9:30 a.m. at the "ROYALIDE", Hotel Royal Highness, G.N.B Road, Tinsukia, Assam - 786 125.

Signature of Shareholder(s)/proxy present

Note:
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.

ELECTRONIC VOTING PARTICULARS

EVSN	Sequence Number
150724001	

Note: Please read the note no. 21, 24 to 33 to the Notice of the 2nd Annual General Meeting dated May 28, 2015, being sent herewith, in respect of the instructions for voting through electronic means. The voting period starts from 10:00 a.m. on August 21, 2015 and ends at 5:00 p.m. on August 23, 2015.