

ADITYA BIRLA



2  
Annexure 2

**COMPLIANCE REPORT**

**The General Manager,  
BSE Limited,  
Department of Corporate Services,  
P. J. Towers, Dalal Street,  
Mumbai-400 001**

It is hereby certified that the draft scheme of arrangement between Grasim Industries Limited and Indorama India Private Limited and their respective shareholders and creditors, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations") and the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on the schemes of arrangement involving listed companies issued by the SEBI, including the following:

Sl.	Reference	Particulars	Whether Complied or not and how
1	Regulations 17 to 27 of LODR Regulations	Corporate Governance requirements	Yes complied. Report on Corporate Governance for the quarter ended 30 <sup>th</sup> September 2020 is enclosed as Annexure A
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes complied
<b>Requirements of SEBI circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes will be complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes complied – Valuation report enclosed as Annexure 3



Grasim Industries Limited  
Aditya Birla Centre, 'A' Wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India  
T : +91 22 6652 5000 / 2499 5000 | F : +91 22 6652 5114 / 2499 5114  
E: grasimcfd@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410

Regd. Office : P.O. Birlagram, Nagda - 456331 (M.P.)



(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes complied - Auditors certificate enclosed as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	<p>The Company will comply with the provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015 (as amended).</p> <p>Provisions of Para (I)(A)(9)(a) read with Para (I)(A)(9)(b) of SEBI Circular dated 10<sup>th</sup> March 2017, as amended, are not applicable.</p>

**Hutokshi Wadia**  
President & Company Secretary



**Dilip Gaur**  
Managing Director

**Date: 30<sup>th</sup> November 2020/18<sup>th</sup> December 2020**

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement between Grasim Industries Limited and Indorama Private Limited and their respective shareholders and creditors, are in compliance with all the Accounting Standards applicable to the listed entity.

**Ashish Adukia**  
Chief Financial Officer

**Dilip Gaur**  
Managing Director

**Date: 30<sup>th</sup> November 2020/18<sup>th</sup> December 2020**

Grasim Industries Limited  
Aditya Birla Centre, 'A' Wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India  
T : +91 22 6652 5000 / 2499 5000 | F : +91 22 6652 5114 / 2499 5114  
E: grasimcfd@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410

Regd. Office : P.O. Birlagram, Nagda - 456331 (M.P.)

Annexure A

General information about company	
Scrip code	500300
NSE Symbol	GRASIM
MSEI Symbol	NOTLISTED
ISIN	INE047A01021
Name of the entity	Grasim Industries Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

CERTIFIED TRUE COPY  
FOR GRASIM INDUSTRIES LIMITED



HUTOKSHI WADIA  
COMPANY SECRETARY



Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Textual Information(1)																				
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to MD or CEO																				
Yes																				
No																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg-17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this entity (Refer Regulation 17A of Listing Regulations)	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(I) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(I) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Kumar Mangalam Birla	AEEFB5926H	00012813	Non-Executive - Non Independent Director	Chairperson related to Promoter		14-06-1967	No		14-10-1992	23-08-2019		0	6	0	0	0		
2	Mrs	Rajshree Birla	AAFPB1583L	00022995	Non-Executive - Non Independent Director	Not Applicable		15-09-1945	Yes	14-09-2020	14-05-1996	14-09-2020		0	6	0	0	0		
3	Mr	Cyril Shroff	AAEFS4237M	00018979	Non-Executive - Independent Director	Not Applicable		07-11-1959	No		06-09-2014	23-08-2019		72	1	1	1	0		
4	Mr	Thomas Martin Connelly Jr.	ASTP4319E	03083495	Non-Executive - Independent Director	Not Applicable		24-06-1952	No		06-09-2014	23-08-2019		72	1	1	0	0		



### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

##### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg-17(1A) of Listing Regulations)	Date of special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee including this listed entities (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Santrupt Misra	ACBPM829IN	00013625	Non-Executive - Independent Director	Not Applicable		15-08-1965	No		13-06-2020	13-06-2020		0	2	0	1	0		
6	Mr	Shailendra Kumar Jain	AFLP14676B	00022454	Non-Executive - Independent Director	Not Applicable		04-12-1943	Yes	14-09-2020	01-04-2010	14-09-2020		0	1	0	0	0		
7	Mr	Om Prakash Rungta	ACMPR0549R	00020559	Non-Executive - Independent Director	Not Applicable		03-09-1942	Yes	14-09-2018	25-09-2014	25-09-2019		72	1	1	2	1		
8	Mr	Arun Thigavajan	AAUPT1709H	00292757	Non-Executive - Independent Director	Not Applicable		07-09-1944	Yes	23-08-2019	07-05-2016	07-05-2016		52	4	4	4	1		



### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

##### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Ms	Anita Ramachandran	AADPR7987E	00118188	Non-Executive - Independent Director	Not Applicable		28-04-1955	No		14-08-2018	14-08-2018		25	4	4	7	1		
10	Mr	N. Mohanraj	AAOPM3924F	00181969	Non-Executive - Independent Director	Not Applicable		29-11-1953	No		12-07-2019	12-07-2019		14	1	1	2	0		
11	Mr	Vipin Anand	AECPA7780D	05190124	Non-Executive - Non Independent Director	Not Applicable		25-07-1961	No		13-08-2020	13-08-2020		0	2	0	0	0		
12	Mr	Dilip Roopsingh Gaur	ADKPG4251C	02071393	Executive Director	Not Applicable		20-05-1957	NA		01-04-2016	01-04-2016		54	1	0	2	0		



<b>Text Block</b>	
<p>1. Mr. Vipin Anand was appointed as NE and Non ID w.e.f. 13-08-2020. His appointment was approved by the Shareholders at the AGM held on 14.09.2020.</p> <p>2. In terms of Companies Act, 2013,</p> <p>a. Mr. Cyril Shroff and Dr. Thomas M. Connelly, Jr. were appointed as ID's w.e.f. 06-09-2014. Further, they were re-appointed as ID's for a second term of 5 consecutive years with effect from 23-08-2019;</p> <p>b. Mr. O. P. Rungta was appointed as ID w.e.f. 25-09-2014. Further he was re-appointed an ID for a second term of 5 consecutive years w.e.f. 25-09-2019;</p> <p>c. Mr. N. Mohanraj was appointed as ID for a term of 5 consecutive years w.e.f. 12-07-2019;</p> <p>d. Ms. Anita Ramachandran was appointed as ID for a term of 5 consecutive years with effect from 14-08-2018;</p> <p>e. Mr. Arun Thiagarajan was appointed as ID for a term of 5 consecutive years w.e.f. 07-05-2016.</p> <p>3. Mr. Kumar Mangalam Birla, Mrs. Rajashree Birla, Mr. Shailendra K. Jain, Dr. Santrupt Misra and Mr. Vipin Anand are liable to retire by rotation as per Companies Act, 2013.</p>	<p>Textual Information(1)</p>



Audit Committee Details							
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	00292757	Arun Thiagarajan	Non-Executive - Independent Director	Chairperson	11-08-2016		
2	02071393	Dilip Roopsingh Gaur	Executive Director	Member	12-12-2017		
3	00020559	Om Prakash Rungta	Non-Executive - Independent Director	Member	14-08-2019		
4	00181969	N. Mohanraj	Non-Executive - Independent Director	Member	14-08-2019		





Nomination and remuneration committee						
Sr	DIN Number	Name of Committee members	Whether the Nomination and remuneration committee has a Regular Chairperson		Date of Appointment	Remarks
			Category 1 of directors	Category 2 of directors		
1	00012813	Kumar Mangalam Birla	Non-Executive - Non Independent Director	Member	02-05-2014	
2	00018979	Cyril Shroff	Non-Executive - Independent Director	Member	02-05-2014	
3	00020559	Om Prakash Rungta	Non-Executive - Independent Director	Chairperson	14-08-2019	
4	00013625	Santrupt Misra	Non-Executive - Non Independent Director	Member	13-06-2020	



Stakeholders Relationship Committee						
Sr	DIN Number	Name of Committee members	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Appointment	Remarks
			Category 1 of directors	Category 2 of directors		
1	00020559	Om Prakash Rungta	Non-Executive - Independent Director	Chairperson	14-08-2019	
2	00018979	Cyril Shroff	Non-Executive - Independent Director	Member	06-09-2014	Textual Information(1)
3	02071393	Diip Roopsingh Gaur	Executive Director	Member	14-08-2019	



<b>Sr Text Block</b>	
Textual Information(1)	In terms of Companies Act, 2013, Mr. Cyril Shroff was appointed as ID w.e.f. 06-09-2014



222

221

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00292757	Arun Thiagarajan	Non-Executive - Independent Director	Chairperson	11-08-2016	
2	00181969	N. Mohanraj	Non-Executive - Independent Director	Member	14-08-2019	
3	02071393	Dilip Roopsingh Gaur	Executive Director	Member	01-04-2016	
4	00020559	Om Prakash Rungta	Non-Executive - Independent Director	Member	14-08-2019	



<b>Sr Text Block</b>	
Textual Information(1)	<p>1. Mr. Ashish Adukia - Permanent invitee of RMC</p> <p>2. Other Members of RMC are Mr. Harikrishna Agarwal, Mr. Kalyan Ram Madabhushi and Mr. Thomas Varghese</p>



Corporate Social Responsibility Committee								
Whether the Corporate Social Responsibility Committee has a Regular Chairperson								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Date of Appointment	Date of Cessation	Remarks
1	00022995	Rajashree Birla	Non-Executive - Non Independent Director	Chairperson		04-05-2013		
2	00118188	Anita Ramachandran	Non-Executive - Independent Director	Member		14-08-2019		
3	00022454	Shailendra Kumar Jain	Non-Executive - Non Independent Director	Member		04-05-2013		
4	02071393	Dilip Roopsingh Gaur	Executive Director	Member		01-04-2016		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



✓

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	1	13-06-2020				Yes	9
2		13-08-2020	60		Yes	10	6





Annexure 1									
IV. Meeting of Committees									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Disclosure of notes on meeting of committees explanatory				Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
			Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date				
1	Audit Committee	13-06-2020				Yes	3	2	
2	Audit Committee	13-08-2020	60			Yes	3	2	
3	Nomination and remuneration committee	13-06-2020				Yes	2	1	
4	Nomination and remuneration committee	13-08-2020	60			Yes	4	2	
5	Corporate Social Responsibility Committee	11-06-2020				Yes	4	1	
6	Corporate Social Responsibility Committee	11-08-2020	60			Yes	3	0	



228

228

Annexure I			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



Annexure 1		
VL Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



230

230

Annexure 1	
Sr	Subject
1	Compliance status Hutokshi R. Wadia Company Secretary and Compliance Officer
2	



Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				



Annexure III	
1	Name of signatory Hutokshi R. Wadia
2	Designation Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	Hutokshi R. Wadia
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	14-10-2020

