

## Brief particulars of the Transferee Company and Transferor Company

| Particulars   | Transferee Company  | Transferor Company   |
|---|---|--|
| Name of the company                                     | Indorama India Private Limited  | Grasim Industries Limited  |
| Date of Incorporation & details of name changes, if any | 26 <sup>th</sup> September 2017<br><br>Indorama India Private Limited was incorporated as IRC Agrochemicals Private Limited on 26 <sup>th</sup> September, 2017. The name of the Company was subsequently changed to Indorama India Private Limited with effect from 18 <sup>th</sup> February, 2020.   | 25 <sup>th</sup> August 1947<br><br>Grasim Industries Limited was incorporated as Gwalior Rayon Silk Manufacturing (Weaving) Company Limited. The name of the Company was subsequently changed to Grasim Industries Limited with effect from 22 <sup>nd</sup> July 1986. |
| Registered Office                                       | Ecocentre, EM -4, 12th Floor, Unit No. ECSL -1201, Sector V, Salt Lake Kolkata West Bengal, 700091, India   | Birlagram Nagda, Ujjain, Madhya Pradesh 456331 India   |
| Brief particulars of the scheme                         | The scheme of arrangement ("Scheme") is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013 between Grasim Industries Limited (hereinafter referred to as "Transferor Company"), and Indorama India Private Limited (hereinafter referred to as "Transferee Company") and their respective shareholders and creditors. The Scheme provides inter alia for the transfer of the Divestment Business Undertaking (as more particularly defined in the Scheme) which relates to the business of manufacture, trading and sale of urea, customised fertiliser, agri-inputs, crop protection, plant and soil health products and speciality fertilisers conducted by the Transferor Company, as a going concern on a Slump Sale (as defined in the Scheme) basis by the Transferor Company to the Transferee Company for a lump sum cash consideration under Sections 230-232 and/or other applicable provisions of the Companies Act, 2013 and in accordance with Section 2(42C) of the Income Tax Act, 1961 (as amended) and the applicable SEBI circulars. |  |
| Rationale for the scheme                                | <p>(a) The Transferor Company is desirous of transferring and the Transferee Company is desirous of purchasing, the IGF Business (as defined below) undertaking of the Transferor Company, i.e. the Divestment Business Undertaking, as a "going concern" on a Slump Sale basis and in consideration for a lump sum consideration, and the Parties (as defined hereinafter) have accordingly agreed to effect the said transfer on the agreed terms and conditions as set out herein below or otherwise mutually agreed in writing between the Parties.</p> <p>(b) The transfer of the Divestment Business Undertaking pursuant to this Scheme would inter alia result in the following benefits:</p> <p>In case of the Transferor Company:</p> <p>i. Further enabling the Transferor Company to pursue growth opportunities in its core business(es) with increased focus and more optimized utilization of its capital and resources; and</p>   |  |



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|  | <p>ii. Unlocking value for the Transferor Company with overall improvement in working capital cycle due to release of blocked funds from long receivable cycle in IGF Business.</p> <p>In case of the Transferee Company:</p> <p>i. Creation of value for shareholders by acquiring Divestment Business Undertaking, which is a ready-to-use assets, and reducing time to markets; and</p> <p>ii. Allowing the expansion of the range of the products offered by the Transferee Company and its Affiliates in India</p> |  |
| Date of resolution passed by the Board of Director of the company approving the scheme | 21 <sup>st</sup> November 2020  | 12 <sup>th</sup> November 2020   |
| Date of meeting of the Audit Committee in which the draft scheme has been approved     | 21 <sup>st</sup> November 2020  | 12 <sup>th</sup> November 2020   |
| Appointed Date   | Appointed Date is the Effective Date of the Scheme (i.e. the date on which the last of the conditions set out in Clause 23 of the Scheme are fulfilled), or such other date as may be agreed to in writing between the board of directors of the Transferor Company and the Transferee Company and approved by the jurisdictional benches of the National Company Law Tribunal.   |  |
| Name of Exchanges where securities of the company are listed                           | Unlisted  | BSE Limited<br>The National Stock Exchange of India Limited<br>Luxembourg Stock Exchange   |
| Nature of Business   | Manufacture, trading and sale of phosphatic fertilizers, speciality fertilizers and chemicals   | Manufacturing of viscose staple fibre, viscose filament yarn, chemicals, fertilizers, insulators and textiles  |
| Capital before the scheme (No. of equity shares as well as capital in rupees)          | <p>(as on 30<sup>th</sup> September 2020)</p> <p>Authorised (Rs) : 10,00,00,00,000<br/>(1,00,00,00,000 Equity Shares of Rs. 10 each)</p> <p>Paid Up (Rs.) : 2,99,95,14,270<br/>(29,99,51,427 Equity Shares of Rs. 10 each)</p>  | <p>(as on 30<sup>th</sup> September 2020)</p> <p><b>Authorised Share Capital</b><br/>Rs. 2,94,50,00,000 divided into 1,47,25,00,000 equity shares of Rs. 2 each</p> <p>Rs. 11,00,00,000 divided into 11,00,000 redeemable preference shares of Rs. 100 each</p> <p><b>Issued, Subscribed and Paid-up Share Capital</b><br/>Rs. 1,31,58,56,436 divided into 65,79,28,218 equity shares of Rs. 2 each <sup>1</sup></p> |



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| No. of shares to be issued   | Nil  | Nil  |
| Cancellation of shares on account of cross holding, if any                   | Nil  | Nil  |
| Capital after the scheme (No. of equity shares as well as capital in rupees) | <p>(as on 30<sup>th</sup> September 2020) (post)<br/> <b>Authorised (Rs) : 10,00,00,00,000</b><br/> (1,00,00,00,000 Equity Shares of Rs. 10 each)</p> <p><b>Paid Up (Rs.) : 2,99,95,14,270*</b><br/> (29,99,51,427 Equity Shares of Rs. 10 each)</p> <p>* A separate scheme of arrangement between Indorama Industries Limited and the Transferee Company, which is pending approval from the jurisdictional National Company Law Tribunal as of October 31, 2020, which provides for increase in Paid up equity share capital of the Transferee Company to 30,90,13,567 equity shares of INR 10 each, upon the scheme becoming effective with effect from the appointed date. The appointed date is defined in such scheme to mean October 1, 2019 or such other date as the jurisdictional National Company Law Tribunal may decide.</p> | <p>(as on 30<sup>th</sup> September 2020) (post)<br/> <b>Authorised Share Capital*</b><br/> Rs. 2,94,50,00,000 divided into 1,47,25,00,000 equity shares of Rs. 2 each</p> <p>Rs. 11,00,00,000 divided into 11,00,000 redeemable preference shares of Rs. 100 each</p> <p><b>Issued, Subscribed and Paid-up Share Capital</b></p> <p>Rs. 1,31,58,56,436 divided into 65,79,28,218 equity shares of Rs. 2 each <sup>2</sup></p> <p>*A separate scheme of arrangement between Grasim Premium Fabric Private Limited and the Transferor Company, which is pending approval from the jurisdictional National Company Law Tribunal as of October 31, 2020, under clause 8 provides for increase in authorized equity share capital of the Transferor Company to 206,25,00,000 equity shares of INR 2 each, upon the scheme becoming effective with effect from the appointed date. The appointed date is defined in such scheme to mean April 1, 2019 or such other date as the board of directors of Grasim Premium Fabric Private Limited or the Transferor Company or the jurisdictional National Company Law Tribunal may decide.</p> |

<sup>1</sup> 28,295 equity shares of Rs. 2 each to be issued as fully paid up pursuant to acquisition of Cement Business of Aditya Birla Nuvo Limited under Scheme of Arrangement without payment being received in cash.

<sup>2</sup> 28,295 equity shares of Rs. 2 each to be issued as fully paid up pursuant to acquisition of Cement Business of Aditya Birla Nuvo Limited under Scheme of Arrangement without payment being received in cash.



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| Net Worth (as on 30.09.2020)   | (Rs. In crores) |              | (Rs. In crores)   |              |
| Pre  | 575.87          |              | 16,357.84   |              |
| Post   | 575.87          |              | 16,580.31   |              |
| Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.                  | Not Applicable  |              | Drushti R. Desai<br>M/s Bansi S. Mehta & Co., Chartered Accountants<br>Metro House, 3rd Floor, M.G Road, Dhobi Talao, Mumbai – 400 020.<br>Registration No.-<br>IBBI/RV/06/2019/10666 |              |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | Not Applicable  |              | The fair value of the Divestment Business Undertaking is arrived at under DCF Approach which was crosschecked with the business values derived under EV/EBITDA Multiple Method.       |              |
| Fair value per shares  | Not Applicable  |              | Not Applicable. The consideration for the slump sale is lump sum cash consideration.  |              |
| Exchange ratio   | Not Applicable  |              |   |              |
| Name of Merchant Banker giving fairness opinion  | Not Applicable  |              | Kotak Mahindra Capital Company Limited<br>Regn No.: INM000008704  |              |
| Shareholding pattern as on 30.09.2020  | Pre             |              | Post  |              |
|  | No. of Shares   | % of holding | No. of Shares   | % of holding |
| <b>Indorama India Private Limited</b>  |                 |              |   |              |
| Promoter   | 29,99,51,427    | 100          | 29,99,51,427  | 100          |
| Public   |                 |              |   |              |
| Custodian  |                 |              |   |              |
| TOTAL  | 29,99,51,427    | 100          | 29,99,51,427  | 100          |
| No of shareholders   | 2               |              | 2   |              |
| <b>Grasim Industries Limited</b>   |                 |              |   |              |
| Promoter   | 26,91,92,734    | 40.92        | 26,91,92,734  | 40.92        |
| Public   | 38,87,35,484    | 59.08        | 38,87,35,484  | 59.08        |
| Custodian  | -               | -            | -   | -            |
| TOTAL  | 65,79,28,218    | 100          | 65,79,28,218  | 100          |
| No of shareholders   | 2,39,134        |              | 2,39,134  |              |

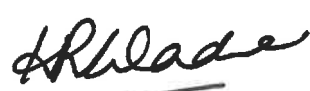


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| Names of the Promoters (with PAN nos.)                                     | Indorama Holdings B.V. ,Netherlands, (PAN: AAFCI4461B)  | <ol style="list-style-type: none"> <li>1. Mr. Kumar Mangalam Birla (AEFPB5926H)</li> <li>2. Birla Group Holdings Private Limited (AAACR2250C)</li> </ol>   |
| Names of the Board of Directors (with DIN and PAN nos.)                    | <ol style="list-style-type: none"> <li>1. Vishwajit Kumar Sinha (DIN: 02702645 PAN: AAMPS1671B)</li> <li>2. Anurag Aggarwal (DIN: 06954443 PAN: AAEP6036G)</li> <li>3. Ashvini Hiran (DIN: 07484872 PAN: AANPH7913E)</li> </ol> | <ol style="list-style-type: none"> <li>1. Mr. Kumar Mangalam Birla (DIN : 00012813 PAN : AEFPB5926H)</li> <li>2. Mrs. Rajashree Birla (DIN : 00022995 PAN : AAFPB1583L)</li> <li>3. Mr. Shailendra Kumar Jain (DIN : 00022454 PAN : AFLPJ4676B)</li> <li>4. Dr. Santrupt Misra (DIN : 00013625 PAN : ACBPM8291N)</li> <li>5. Mr. Vipin Anand (DIN : 05190124 PAN : AECPA7780D)</li> <li>6. Mr. Cyril Shroff (DIN : 00018979 PAN : AAEPS4237M)</li> <li>7. Dr. Thomas M. Connelly, Jr. (DIN : 03083495 PAN : ASTPJ4319E)</li> <li>8. Mr. Om Prakash Rungta (DIN : 00020559 PAN : ACMPR0549R)</li> <li>9. Mr. Arun Thiagarajan (DIN : 00292757 PAN : AAUPT7709H)</li> <li>10. Ms. Anita Ramachandran (DIN : 00118188 PAN : AADPR7987E)</li> <li>11. Mr. N. Mohanraj (DIN : 00181969 PAN : AAOPM3924F)</li> <li>12. Mr. Dilip Gaur (DIN : 02071393 PAN : ADKPG4251C)</li> </ol> |
| Please specify relation among the companies involved in the scheme, if any | No Relation   | No Relation  |



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| Details regarding change in management control in listed or resulting company seeking listing if any | No change in management control |
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For Grasim Industries Limited



Hutokshi Wadia  
President & Company Secretary

