



Ref No. GIL/CFD/SEC/21/104/SE

30<sup>th</sup> November 2020

The General Manager,  
BSE Limited,  
Department of Corporate Services,  
P. J. Towers, Dalal Street,  
Mumbai-400 001  
Scrip code: 500300

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Grasim Industries Limited, Indorama India Private Limited and their respective Shareholders and Creditors**

We refer to our letter dated 12<sup>th</sup> November 2020 informing you about the decision of the Board of Directors of Grasim Industries Limited ("**the Company**") approving the Scheme of Arrangement between Grasim Industries Limited and Indorama India Private Limited and their respective Shareholders and Creditors in respect of transfer of the businesses, undertakings, activities and operations carried out by the Company in relation to its business of manufacture, trading and sale of urea, customised fertilisers, agri-input and specialty fertilizers by way of slump sale, on a going concern basis.

In continuation of the aforesaid, we are now applying under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Enclosed is the check list duly filled in together with the enclosures thereto relating thereto.

On 23<sup>rd</sup> November 2020, a sum of Rs. 2,09,700/- (net of TDS of Rs. 2700/-) has been transferred to your account, vide UTR No. HDFCR52020112359267660 towards processing fees of this Application.

We will be pleased to provide any clarification you may require, in this regard.

We request you to kindly issue your Observation Letter/No-objection letter to the said Scheme of Arrangement, at your earliest convenience.

Thanking you,

Yours faithfully,  
For Grasim Industries Limited

**Hutokshi Wadia**  
**President & Company Secretary**

Encl: As above.



Grasim Industries Limited

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



**ANNEXURE TO THE LETTER DATED 30<sup>TH</sup> November 2020**

**Proposed Scheme of Arrangement between Grasim Industries Limited and Indorama India Private Limited and their respective Shareholders and Creditors ("Scheme of Arrangement")**

**List of documents submitted under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Scheme of Arrangement proposed under Section 230-232 of the Companies Act, 2013, whichever applicable.**

<b>Sr. No.</b>	<b>Documents submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015</b>	<b>Annexures</b>	<b>Page Nos. (From-To)</b>
1	Certified true copy of the resolution passed by the Board of Directors of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company)	1	1-13
2	Certified true copy of the draft Scheme of Arrangement proposed to be filed by the Company before National Company Law Tribunal	2	14-66
3	Valuation Report dated 12 <sup>th</sup> November 2020 issued by Drushti R. Desai of Bansi S. Mehta & Co., Chartered Accountants recommending the valuation of Indo Gulf Fertiliser Business (IGF Business) of the Company	3	67-79
4	Report from the Audit Committee of Grasim Industries Limited (Transferor Company) recommending the draft Scheme of Arrangement taking into consideration, inter alia, the Valuation Report mentioned at Sr. No. 3 above	4	80-84
5	Fairness opinion dated 12 <sup>th</sup> November 2020 issued by Kotak Mahindra Capital Company Limited, on the valuation report of IGF Business of the Company	5	85-87
6	Shareholding pattern of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company) pre and post arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	6	88-151





7	Shareholding pattern of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company) pre and post arrangement as per the prescribed format	7	152-156
8	Number of shareholders Pre and Post arrangement of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company) as per the prescribed format	8	157-158
9	Audited financial results for FY 2019-20, 2018-19 and 2017-18 together with Unaudited financials for the half year ended 30.09.2020, as per prescribed format. Copy of Unaudited financials for the quarter ended 30.06.2020 & half year ended 30.09.2020 along with the Limited Review Reports of the auditors for Grasim Industries Limited (Transferor Company)  Audited financial results for FY 2019-20, 2018-19 and 2017-18 together with Unaudited financials for the half year ended 30.09.2020 (unlisted company – Transferee Company), as per prescribed format	9	159-204
10	Statutory Auditor's Certificate of Grasim Industries Limited and Indorama India Private Limited confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. dated March 10, 2017, as per the prescribed format	10	205-210
11	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (including quarterly compliance report on Corporate Governance as per regulation 27 of SEBI (LODR) Regulations, 2015)	11	211-233
12	Complaint report as per prescribed format of SEBI Circular dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website)	To be submitted later	

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13	If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a. An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b. Certified true extract of the resolution passed by the Board of Directors at its meeting held on 12 <sup>th</sup> November 2020 approving the aforesaid auditor certificate	12	234-240
14	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided.	Not applicable	
15	Name of Designated Stock Exchange for the purpose of coordinating with SEBI. Certified true extract of the resolution passed by the Board of Directors at its meeting held on 12 <sup>th</sup> November 2020, appointing BSE as the Designated Stock Exchange is enclosed	13	241
16	Brief details of the transferee/resulting and transferor/demerged companies as per the prescribed format - Grasim Industries Limited (Transferor Company), and - Indorama India Private Limited (Transferee Company)	14	242-247
17	Brief details of the Board of Directors and Promoters of Grasim Industries Limited (Transferor Company), and Indorama India Private Limited (Transferee Company) as per the prescribed format	15	248 - 250
18	Net worth Certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for Grasim Industries Limited (Transferor Company), and Indorama India Private Limited (Transferee Company)	16	251 - 255



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19	Capital evolution (Paid up Capital) details of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company) as per the prescribed format	17	256-259
20	Confirmation by the Company Secretary of the Company confirming that the Scheme of Arrangement does not in any way violate or overwrite or circumscribe the provisions of SEBI Act, 1992	18	260-261
21	Annual Reports of Grasim Industries Limited (Transferor Company) and Indorama India Private Limited (Transferee Company) for FY 2019-20	19	262-819
22	Processing fee Rs. 1,80,000/- plus applicable taxes and SEBI Fees of Rs.5,00,000/- (No GST / No TDS) has been paid. Payment receipt attached	20	820-821
23	In case of scheme of demerger, additional documents as per Annexure XIII are to be submitted	Not applicable	
24	<p>a) In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b) In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p>	Not applicable	
25	Report on Unpaid Dues as the prescribed format is attached	21	822
26	Report from the Committee of Independent Directors recommending the draft Scheme, taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity.	22	823-828



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27	<p>Name &amp; Designation of the Contact Person Telephone Nos. (Landline &amp; Mobile) E mail ID.</p> <p><b>Mrs. Hutokshi Wadia</b> <b>President &amp; Company Secretary</b> <b>Grasim Industries Limited</b> <b>Corporate Finance Division,</b> <b>Aditya Birla Centre, "A" Wing, 2<sup>nd</sup> Floor,</b> <b>S.K. Ahire Marg, Worli, Mumbai-400 030</b></p> <p>Telephone Nos.: 022-24995585 Mobile: 8689803210 E mail ID : hutokshi.wadia@adityabirla.com</p>		
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For Grasim Industries Limited

Hutokshi R. Wadia  
President & Company Secretary



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