



## GRASIM INDUSTRIES LIMITED

(CIN: L17124MP1947PLC000410)

**Registered Office:** P.O. Birlagram, Nagda - 456 331, Dist. Ujjain, Madhya Pradesh, India, **Tel. No.:** +91 7366-246766  
**Corporate Office:** Aditya Birla Centre, "A" Wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai - 400 030, Maharashtra, India  
**Tel. No.:** +91 22 6652 5000 / 2499 5000; **Fax No.:** + 91 22 6652 5114 / 2499 5114  
**E-mail:** [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com); **Website:** [www.grasim.com](http://www.grasim.com)

### POSTAL BALLOT NOTICE

Commencement of Remote e-voting	End of Remote e-voting
Monday, 18 <sup>th</sup> March 2024 (9:00 a.m. IST)	Tuesday, 16 <sup>th</sup> April 2024 (5:00 p.m. IST)

To  
The Members,

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **'Rules'**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings (**'SS-2'**), read with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022 and 09/2023 dated 25<sup>th</sup> September 2023 issued by MCA (collectively referred to as **'MCA Circulars'**) and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), to the Members of Grasim Industries Limited (hereinafter referred to as **'the Company'**) to transact the following special business as set out hereunder by passing Ordinary / Special Resolution(s), as applicable, by remote e-voting process (**'remote e-voting'**) only.

The proposed Resolutions and the Explanatory Statements setting out the material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars forms part of this Postal Ballot Notice (**'Notice'**) for seeking consent of the Members for fully and partly paid-up shares of the Company through Postal Ballot by remote e-voting only.

In compliance with the MCA Circulars on Postal Ballot process, the voting for fully and partly paid-up shares on the resolutions covered in the Notice will take place through remote e-voting only and physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to the Notice.

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mr. Sushil Agarwal (DIN: 00060017) as a Non-Executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (the **'Act'**), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including the rules, notifications, circulars, guidelines etc. issued thereunder), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Memorandum of Association and Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), the appointment of Mr. Sushil Agarwal (DIN : 00060017) by the Board as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from 8<sup>th</sup> February 2024, be and is hereby approved as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**2. Appointment of Mr. N. Mohan Raj (DIN : 00181969) as an Independent Director of the Company for a second term**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 17(1A) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (‘SEBI Listing Regulations’) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) for the time being in force, in line with the Memorandum of Association and Articles of Association of the Company and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. N. Mohan Raj (DIN: 00181969), who was appointed as an Independent Director of the Company and who holds office of Independent Director upto 11<sup>th</sup> July 2024 and being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 12<sup>th</sup> July 2024 upto 11<sup>th</sup> July 2029 and to continue to act as an Independent Director of the Company, on attaining the age of seventy five (75) years in the year 2028.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**3. Material Related Party Transactions between ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company and ABReL EPC Limited, an indirect wholly-owned subsidiary of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76), 177, 179, 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two related parties of the Company (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e., ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company and ABReL EPC Limited, an indirect wholly-owned subsidiary of the Company, on such terms and conditions as may be agreed between ABReL (RJ) Projects Limited and ABReL EPC Limited for an aggregate value of up to ₹ 2,600 Crore (Rupees Two Thousand Six Hundred Crore Only) proposed to be entered during the FY 2024-25 and FY 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm’s length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/regulatory authorities, as applicable, in this regard and deal with any matters and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel of the Company or any Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**4. Material Related Party Transactions between ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company and Aditya Birla Renewables Limited, a wholly-owned subsidiary of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 177, 179, 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between two related parties of the Company (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company and Aditya Birla Renewables Limited, a wholly-owned subsidiary of the Company on such terms and conditions as may be agreed between ABReL (RJ) Projects Limited and Aditya Birla Renewables Limited for an aggregate value of up to ₹ 1,325 Crore (Rupees One Thousand Three Hundred Twenty Five Crore Only) proposed to be entered during the FY 2024-25 and FY 2025-26 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/regulatory authorities, as applicable, in this regard and deal with any matters and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel of the Company or any Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**5. Material Related Party Transactions between Aditya Birla Renewables Subsidiary Limited, an indirect Subsidiary of the Company and ABReL EPC Limited, an indirect wholly-owned subsidiary of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76), 177, 179, 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s) as may be required and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) as mentioned in detail in the Explanatory Statement annexed herewith, between two related parties of the Company (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) i.e. Aditya Birla Renewables Subsidiary Limited, an indirect Subsidiary of the Company and ABReL EPC Limited, an indirect wholly-owned subsidiary of the Company on such terms and conditions as may be agreed between Aditya Birla Renewables Subsidiary Limited and ABReL EPC Limited for an aggregate value of up to ₹ 1,450 Crore (Rupees One Thousand Four Hundred Fifty Crore Only) proposed to be entered during the FY 2024-25 and FY 2025-26 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/regulatory authorities, as applicable, in this regard and deal with any matters and take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel of the Company or any Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

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

Sd/-  
**Sailesh Kumar Daga**  
Company Secretary and Compliance Officer  
F4164

Place: Mumbai  
Date: 15<sup>th</sup> March 2024

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT.**

### **Item No. 1**

Pursuant to the provisions of Section 161 of the Act, the Memorandum of Association and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 8<sup>th</sup> February 2024 has appointed Mr. Sushil Agarwal (DIN : 00060017) as an Additional Director (Non-Executive Director) of the Company with effect from 8<sup>th</sup> February 2024, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

#### **Brief profile of Mr. Sushil Agarwal is as under:**

- Mr. Sushil Agarwal is a qualified Chartered Accountant and holds a Master's Degree in Commerce.
- Mr. Sushil Agarwal is currently the Chief Financial Officer of Aditya Birla Group (**'Group'**) and Director of Aditya Birla Management Corporation Private Limited, the Aditya Birla Group's apex management body. He serves as a Director on the Board of several Group companies including Aditya Birla Capital Limited and Vodafone Idea Limited and is also a member of the Business Review Council of the Group. He has also been appointed as a nominee Director in Zand Bank PJSC – a Dubai based first of its kind Digital Bank, providing retail and corporate banking services.
- He has been with the Group for over 30 years in various roles and has the unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla.
- In 2018, he was awarded as "India's Greatest CFO" at the Asia One India's Greatest Brands and Leaders Awards and as the "Business Leader Corporate CFO" at the 11<sup>th</sup> ICAI Awards. He was honoured with the 'Exceptional Contributor Award' in 2000 and 'Outstanding Leadership Award' in 2014 by the Chairman of Aditya Birla Group.

Previously, Mr. Sushil Agarwal was on the Board of the Company as the Whole-Time Director and Chief Financial Officer of the Company from 1<sup>st</sup> July 2015 to 30<sup>th</sup> June 2019. Mr. Sushil Agarwal has led various strategic initiatives of the Group, including M&A and restructurings. A strong advocate of corporate governance and trusteeship, he is widely acknowledged for his financial acumen and analytical skills.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Sushil Agarwal for the office of Director of the Company. The Company has also received consent from Mr. Sushil Agarwal to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Sushil Agarwal confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Mr. Sushil Agarwal will be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the Board, which shall be within the limits stipulated under Section 197 of the Act and as approved by the Members of the Company at the Annual General meeting held on 27<sup>th</sup> August 2021 for a period of 5 years with effect from 1<sup>st</sup> April 2021.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per Regulation 17(1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of such appointment, whichever is earlier.

The Board believes that his appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value. Accordingly, approval of the Members is being sought for the appointment of Mr. Sushil Agarwal as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for the approval by the Members.

Except Mr. Sushil Agarwal and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his appointment, set out in Item No. 1 of this Notice.



## **Item No. 2**

Mr. N. Mohan Raj (DIN: 00181969) was appointed as an Independent Director of the Company at the Annual General Meeting held on 23<sup>rd</sup> August 2019 for a term of 5 consecutive years with effect from 12<sup>th</sup> July 2019 to hold office upto 11<sup>th</sup> July 2024.

Pursuant to the provisions of the Act, the Memorandum of Association and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 8<sup>th</sup> February 2024 has appointed Mr. N Mohan Raj (DIN : 00181969) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 12<sup>th</sup> July 2024 upto 11<sup>th</sup> July 2029 in accordance with the provisions of the Act and Listing Regulations, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

### **Brief profile of Mr. N. Mohan Raj is as under:**

Mr. N. Mohan Raj holds a Master's Degree in Arts (Economics). He is the former Executive Director of Life Insurance Corporation of India and has rich experience in the field of Administration, Marketing of Life Insurance, Mutual Fund, Finance and Investments. He also serves as Director on the Board of Veritas Finance Private Limited.

Mr. N. Mohan Raj possesses diverse Skills and Leadership Capabilities, Financial Literacy, Governance, Legal and Compliance, General Management, Risk Management, Strategic Expertise and Industry knowledge. In view of the above and based on the performance evaluation, the Nomination and Remuneration Committee (NRC) has recommended the appointment of Mr. N. Mohan Raj as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 12<sup>th</sup> July 2024 upto 11<sup>th</sup> July 2029 in accordance with the provisions of the Act and SEBI Listing Regulations.

Further, in terms of the Regulation 17(1A) of SEBI Listing Regulations, with effect from 1<sup>st</sup> April 2019, no listed Company shall appoint or continue the appointment of a Non executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect. In this regard, the approval of members is sought for continuation of Mr. N. Mohan Raj as an Independent Director of the Company on attaining the age of 75 years in the year 2028.

In the opinion of the Board, Mr. N. Mohan Raj fulfils the conditions specified under the Act and SEBI Listing Regulations for re-appointment as an Independent Director of the Company and is independent of the management. Further, considering his background, experience and contributions made during his tenure, the Board is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director of the Company.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. N. Mohan Raj for the office of Director of the Company. The Company has also received consent from Mr. N. Mohan Raj to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. N. Mohan Raj confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

The Company has also received a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI Listing Regulations.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for the approval by the Members.

Except Mr. N. Mohan Raj and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution for his appointment, set out in Item No. 2 of this Notice.

### Item No. 3, 4 & 5

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, mandates approval of Members by means of an ordinary resolution, in case of any 'Material Related Party Transaction' [i.e., any transaction with a Related Party with an aggregate value exceeding ₹ 1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower]. The amended Regulation(s) has also enhanced the definition of related party transaction which now includes a transaction involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The three companies namely Aditya Birla Renewables Limited, ABReL (RJ) Projects Limited and Aditya Birla Renewables Subsidiary Limited are operating in the Renewables Energy sector, while ABReL (RJ) Projects Limited and Aditya Birla Renewables Subsidiary Limited are setting up solar / wind / Hybrid projects for their respective customers. ABReL EPC Limited will aggregate the demand for procurement of capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment for various subsidiaries of Aditya Birla Renewables Limited and will provide project servicing to ABReL (RJ) Projects Limited and Aditya Birla Renewables Subsidiary Limited.

Setting up of these projects, requires some inter-company business transactions like extending funds for business operations, sale / purchase of products and other business support services. Such transactions, though they are for furthering business operations of each other, constitute related party transactions.

The Management has provided the Audit Committee with the relevant details of the various proposed related parties transaction including rationale, material terms and basis of pricing. All Independent Directors of the Audit Committee, after reviewing all necessary information, have granted approval for entering into the Related Parties Transactions (RPTs). The Audit Committee has noted that the RPT's to be entered will be in the ordinary course of business of both the parties and at an arms' length basis.

As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30<sup>th</sup> March 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22<sup>nd</sup> November 2021.

### 3. Material Related Party Transactions between ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company, with ABReL EPC Limited, an indirect wholly-owned Subsidiary of the Company.

Sr. No.	Description	Details				
Details of Summary of information provided by the management to the Audit Committee						
1.	Name of the related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of an Indirect Subsidiary</b>	<b>% of holding</b>	<b>Name of the Holding Company</b>	<b>% of holding</b>	<b>Name of Ultimate Holding Company</b>
		ABReL (RJ) Projects Limited	74%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited
			26%	UltraTech Cement Limited	57.27%	
		ABReL EPC Limited	100%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	None of the Directors or Key Managerial Personnel of the Company is related to Directors or Key Managerial Personnel of ABReL (RJ) Projects Limited and ABReL EPC Limited				

Sr. No.	Description	Details														
3.	Type, Material Terms and particulars of the contracts and arrangements	<p>ABReL (RJ) Projects Limited is proposing to set up Inter-State Transmission System ('ISTS') projects (Wind and Solar) in two phases in the states of Gujarat, Karnataka and Rajasthan for which it proposes to procure capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment pertaining to its renewables business from ABReL EPC Limited.</p> <p>ABReL EPC Limited procures such equipment for the complete business on a consolidated basis with benefit of economy of scale.</p> <p>All the above transactions to be entered into would be at an Arm's Length basis and in the ordinary course of business.</p>														
4.	Value of Transactions	<p style="text-align: right;">(₹ in Crore)</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Estimated Amount</th> <th rowspan="2">Total</th> </tr> <tr> <th>Phase 1</th> <th>Phase 2</th> </tr> </thead> <tbody> <tr> <td>Procurement of various Equipment referred above</td> <td style="text-align: center;">1,300</td> <td style="text-align: center;">1,300</td> <td style="text-align: center;">2,600</td> </tr> <tr> <td style="text-align: right;"><b>Total</b></td> <td style="text-align: center;"><b>1,300</b></td> <td style="text-align: center;"><b>1,300</b></td> <td style="text-align: center;"><b>2,600</b></td> </tr> </tbody> </table>	Particulars	Estimated Amount		Total	Phase 1	Phase 2	Procurement of various Equipment referred above	1,300	1,300	2,600	<b>Total</b>	<b>1,300</b>	<b>1,300</b>	<b>2,600</b>
Particulars	Estimated Amount			Total												
	Phase 1	Phase 2														
Procurement of various Equipment referred above	1,300	1,300	2,600													
<b>Total</b>	<b>1,300</b>	<b>1,300</b>	<b>2,600</b>													
5.	Any advance paid or received for the contract or arrangement, if any	Nil														
6.	Tenure of the transactions	The proposed transactions would be entered during the F.Y. 2024-25 and F.Y. 2025-26, consequently the approval of members is being sought for two Financial years i.e. F.Y. 2024-25 and F.Y. 2025-26.														
7.	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2022-2023)	2.21%														
8.	Justification of Transaction	<p>a. ABReL (RJ) Projects Limited has been set up for the purpose of executing Renewable Power Projects for the captive user UltraTech Cement Limited. For executing the projects, it needs to procure capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment pertaining to its business.</p> <p>b. The same are proposed to be procured from ABReL EPC Limited, so as to get the equipment at competitive rates.</p> <p>c. ABReL EPC Limited aggregates the demand for various Subsidiaries of Aditya Birla Renewables Limited and through which it achieves the economies of scale. These benefits are passed on to ABReL (RJ) Projects Limited by sales of such equipment at a price arrived on at arm's length basis as per the report of independent external agency.</p> <p>d. The transactions between the two companies would ensure desired quality and quantity of equipment at competitive rates for ABReL (RJ) Projects Limited and generation of revenue for ABReL EPC Limited.</p>														
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:															
a.	details of the source of funds in connection with the proposed transaction	Nil														



Sr. No.	Description	Details
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail ID of the Shareholder	The report of independent external agency relied upon, will be made available to the Shareholders on request.
11.	Transaction undertaken during previous financial year (2022-23)	Nil
12.	Any other information that may be relevant	All important information forms part of the Statement setting out the material facts, pursuant to Section 102 (1) of the Act forming part of this Notice.

**4. Material Related Party Transactions between ABReL (RJ) Projects Limited, an indirect Subsidiary of the Company, with Aditya Birla Renewables Limited, a wholly-owned Subsidiary of the Company.**

Sr. No.	Description	Details														
Details of Summary of information provided by the management to the Audit Committee																
1.	Name of the related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Name of an Indirect Subsidiary</th> <th>% of holding</th> <th>Name of the Holding Company</th> <th>% of holding</th> <th>Name of Ultimate Holding Company</th> </tr> </thead> <tbody> <tr> <td>ABReL (RJ) Projects Limited</td> <td>74%</td> <td>Aditya Birla Renewables Limited</td> <td>100%</td> <td rowspan="2">Grasim Industries Limited</td> </tr> <tr> <td></td> <td>26%</td> <td>UltraTech Cement Limited</td> <td>57.27%</td> </tr> </tbody> </table>	Name of an Indirect Subsidiary	% of holding	Name of the Holding Company	% of holding	Name of Ultimate Holding Company	ABReL (RJ) Projects Limited	74%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited		26%	UltraTech Cement Limited	57.27%
		Name of an Indirect Subsidiary	% of holding	Name of the Holding Company	% of holding	Name of Ultimate Holding Company										
		ABReL (RJ) Projects Limited	74%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited										
	26%	UltraTech Cement Limited	57.27%													
Aditya Birla Renewables Limited is a wholly-owned Subsidiary of the Company.																
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	None of the Directors or Key Managerial Personnel of the Company is related to Directors or Key Managerial Personnel of ABReL (RJ) Projects Limited and Aditya Birla Renewables Limited.														

Sr. No.	Description	Details																											
3.	Type, Material Terms and particulars of the contracts and arrangements	<p>ABReL (RJ) Projects Limited proposes to raise equity and avail Inter Corporate Loans as per its capex requirement for its Inter-State Transmission System ('ISTS') Projects (Wind and Solar) which are to be executed in two phases in the states of Gujarat, Karnataka and Rajasthan.</p> <p>The transactions entered into/continue to enter would be at an Arm's Length basis and in the ordinary course of business.</p> <p>Material terms and particulars of the contract/ transactions:</p> <ol style="list-style-type: none"> <li>ABReL (RJ) Projects Limited would be raising equity at fair value from Aditya Birla Renewables Limited as per the capex requirements for executing its proposed renewables projects.</li> <li>ABReL (RJ) Projects Limited may draw short term Inter Corporate Loans from Aditya Birla Renewables Limited in lieu of equity.</li> <li>Interest on the aforesaid Inter Corporate Loans would be charged at applicable market borrowing rate.</li> </ol>																											
4.	Value of Transactions	<p style="text-align: right;">(₹ in Crore)</p> <table border="1"> <thead> <tr> <th rowspan="2">Sr. No.</th> <th rowspan="2">Particulars</th> <th colspan="2">Estimated Amount</th> <th rowspan="2">Total</th> </tr> <tr> <th>Phase 1</th> <th>Phase 2</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Equity Investment [by Aditya Birla Renewables Limited to ABReL (RJ) Projects Limited]</td> <td>150.00</td> <td>350.00</td> <td>500.00</td> </tr> <tr> <td>2.</td> <td>Inter Corporate Loans [by Aditya Birla Renewables Limited to ABReL (RJ) Projects Limited]</td> <td>375.00</td> <td>375.00</td> <td>750.00</td> </tr> <tr> <td>3.</td> <td>Interest on Inter Corporate Loans [by ABReL (RJ) Projects Limited to Aditya Birla Renewables Limited]</td> <td>37.50</td> <td>37.50</td> <td>75.00</td> </tr> <tr> <td></td> <td style="text-align: right;"><b>Total</b></td> <td><b>562.50</b></td> <td><b>762.50</b></td> <td><b>1,325.00</b></td> </tr> </tbody> </table>	Sr. No.	Particulars	Estimated Amount		Total	Phase 1	Phase 2	1.	Equity Investment [by Aditya Birla Renewables Limited to ABReL (RJ) Projects Limited]	150.00	350.00	500.00	2.	Inter Corporate Loans [by Aditya Birla Renewables Limited to ABReL (RJ) Projects Limited]	375.00	375.00	750.00	3.	Interest on Inter Corporate Loans [by ABReL (RJ) Projects Limited to Aditya Birla Renewables Limited]	37.50	37.50	75.00		<b>Total</b>	<b>562.50</b>	<b>762.50</b>	<b>1,325.00</b>
Sr. No.	Particulars	Estimated Amount			Total																								
		Phase 1	Phase 2																										
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5.	Any advance paid or received for the contract or arrangement, if any	Nil																											
6.	Tenure of the transactions	The proposed transactions would be entered during the F.Y. 2024-25 and F.Y. 2025-26, consequently the approval of members is being sought for two Financial years i.e. F.Y. 2024-25 and F.Y. 2025-26.																											
7.	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2022-2023)	1.13%																											

Sr. No.	Description	Details
8.	Justification of Transactions	<p>a. ABReL (RJ) Projects Limited is set up for the purpose of executing Renewable Power Projects for the captive user UltraTech Cement Limited. For executing the projects, it needs to procure capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment pertaining to its business.</p> <p>b. ABReL (RJ) Projects Limited would meet the funding requirements for the above through a mix of Equity and Debt.</p> <p>c. ABReL (RJ) Projects Limited would be raising equity at Fair Value from its respective Shareholders (i.e. Aditya Birla Renewables Limited and UltraTech Cement Limited). ABReL (RJ) Projects Limited may draw short term Inter Corporate Loans from Aditya Birla Renewables Limited in lieu of equity.</p> <p>d. The said Inter Corporate Loans would be drawn at applicable market borrowing rate.</p>
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Equity / Debt / Internal accruals
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Depending on requirements of ABReL (RJ) Projects Limited and availability of funds with Aditya Birla Renewables Limited, there may be a need to borrow funds / avail credit lines or facilities from banks / financial institutions or raise Equity and make them available to ABReL (RJ) Projects Limited.
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>a. Repayable on demand / as per terms of the agreement between parties which shall not exceed 5 years;</p> <p>b. The rate of interest on the loans will be in compliance with the provisions of Section 186 of the Companies Act, 2013;</p> <p>c. Secured or unsecured nature of loans will depend on the nature of transaction and as may be mutually agreed between the parties.</p> <p>d. The financial support if made by way of investment would be in accordance with the provisions of the relevant laws as applicable.</p> <p>The exact terms of these transactions shall be finalised in compliance with the provisions of Companies Act, 2013, read with the relevant rules / regulations / or guidelines as may be applicable.</p>
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For meeting the capex requirement, working capital needs, other general corporate purposes and business operations of ABReL (RJ) Projects Limited.
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail ID of the Shareholder	Not Applicable

Sr. No.	Description	Details								
11.	Transaction undertaken during previous financial years (2022-23)	(₹ in Crore)								
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY23</th> </tr> </thead> <tbody> <tr> <td>Equity Investment</td> <td>*0.01</td> </tr> <tr> <td>Borrow money by way Inter Corporate Loans</td> <td>-</td> </tr> <tr> <td>Interest on money borrowed by way of Inter Corporate Loans</td> <td>-</td> </tr> </tbody> </table>	Particulars	FY23	Equity Investment	*0.01	Borrow money by way Inter Corporate Loans	-	Interest on money borrowed by way of Inter Corporate Loans	-
Particulars	FY23									
Equity Investment	*0.01									
Borrow money by way Inter Corporate Loans	-									
Interest on money borrowed by way of Inter Corporate Loans	-									
		*Subscription at time of Incorporation								
12.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 (1) of the Act forming part of this Notice.								

**5. Material Related Party Transactions between Aditya Birla Renewables Subsidiary Limited, an indirect Subsidiary of the Company, with ABReL EPC Limited, an indirect wholly-owned Subsidiary of the Company.**

Sr. No.	Description	Details																		
Details of Summary of information provided by the management to the Audit Committee																				
1.	Name of the related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<table border="1"> <thead> <tr> <th>Name of an Indirect Subsidiary</th> <th>% of holding</th> <th>Name of the Holding Company</th> <th>% of holding</th> <th>Name of Ultimate Holding Company</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Aditya Birla Renewables Subsidiary Limited</td> <td>74%</td> <td>Aditya Birla Renewables Limited</td> <td>100%</td> <td rowspan="2">Grasim Industries Limited</td> </tr> <tr> <td>26%</td> <td>Hindalco Industries Limited</td> <td>3.92%</td> </tr> <tr> <td>ABReL EPC Limited</td> <td>100%</td> <td>Aditya Birla Renewables Limited</td> <td>100%</td> <td>Grasim Industries Limited</td> </tr> </tbody> </table>	Name of an Indirect Subsidiary	% of holding	Name of the Holding Company	% of holding	Name of Ultimate Holding Company	Aditya Birla Renewables Subsidiary Limited	74%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited	26%	Hindalco Industries Limited	3.92%	ABReL EPC Limited	100%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited
Name of an Indirect Subsidiary	% of holding	Name of the Holding Company	% of holding	Name of Ultimate Holding Company																
Aditya Birla Renewables Subsidiary Limited	74%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited																
	26%	Hindalco Industries Limited	3.92%																	
ABReL EPC Limited	100%	Aditya Birla Renewables Limited	100%	Grasim Industries Limited																
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	<p>None of the Directors is related to Directors or Key Managerial Personnel of Aditya Birla Renewables Subsidiary Limited and ABReL EPC Limited</p> <p>Related Key Managerial Personnel of the Company :</p> <p>Mr. Pavan Kumar Jain, Chief Financial Officer and Key Managerial Personnel of the Company is a Non-executive Director of Aditya Birla Renewables Subsidiary Limited.</p> <p>The interests or concerns of Mr. Pavan Kumar Jain or his relatives, is limited to the extent of being Key Managerial Personnel and shareholding in the Company.</p>																		
3.	Type, Material Terms and particulars of the contracts and arrangements	<p>Aditya Birla Renewables Subsidiary Limited is proposing to set up Inter-State Transmission System ('ISTS') projects of (Wind and Solar) in the state of Gujarat, for which it proposes to procure capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment pertaining to its renewables business from ABReL EPC Limited.</p> <p>ABReL EPC Limited procures such equipment for the complete business on a consolidated basis with benefit of economy of scale.</p> <p>All the above transactions to be entered into would be at an Arm's Length basis and in the ordinary course of business</p>																		

Sr. No.	Description	Details						
4.	Value of Transactions	(₹ in Crore)						
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>Estimated Amount</th> </tr> </thead> <tbody> <tr> <td>Procurement of various Equipment referred above</td> <td style="text-align: right;">1,450</td> </tr> <tr> <td style="text-align: right;"><b>Total</b></td> <td style="text-align: right;"><b>1,450</b></td> </tr> </tbody> </table>	Particulars	Estimated Amount	Procurement of various Equipment referred above	1,450	<b>Total</b>	<b>1,450</b>
Particulars	Estimated Amount							
Procurement of various Equipment referred above	1,450							
<b>Total</b>	<b>1,450</b>							
5.	Any advance paid or received for the contract or arrangement, if any	Nil						
6.	Tenure of the transactions	The proposed transactions would be entered during the F.Y. 2024-25 and F.Y. 2025-26, consequently the approval of members is being sought for two Financial years i.e. F.Y. 2024-25 and F.Y. 2025-26						
7.	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2022-2023)	1.23%						
8.	Justification of Transaction	<p>a. Aditya Birla Renewables Subsidiary Limited is set up for the purpose of executing Renewable Power Projects for the captive user Hindalco Industries Limited. For executing the projects, it needs to procure capex equipment like solar modules, wind turbine generators, trackers, transformers or any other capex equipment pertaining to its business.</p> <p>b. The same are proposed to be procured from ABReL EPC Limited, so as to get the equipment at competitive rates.</p> <p>c. ABReL EPC Limited aggregates the demand for various subsidiaries of Aditya Birla Renewables Limited and through which it achieves the economies of scale. These benefits are passed on to Aditya Birla Renewables Subsidiary Limited by sales of such equipment at a price arrived on at arm's length basis as per the report of independent external agency.</p> <p>d. The transactions between the two companies would ensure desired quality and quantity of equipment at competitive rates for Aditya Birla Renewables Subsidiary Limited and generation of revenues for ABReL EPC Limited.</p>						
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:							
a.	details of the source of funds in connection with the proposed transaction	Nil						
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure	Not Applicable						
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable						



Sr. No.	Description	Details
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail ID of the Shareholder	The report of independent external agency relied upon, will be made available to the Shareholders on request.
11.	Transaction undertaken during previous financial years (2022-23)	Nil
12.	Any other information that may be relevant	All important information forms part of the Statement setting out the material facts, pursuant to Section 102 (1) of the Act forming part of this Notice.

The Company has in place a requisite process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and dealing with Related Party Transactions and as required under SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22<sup>nd</sup> November 2021.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Your Directors recommend the said Resolutions for approval by the Members by way of Ordinary Resolution. None of the Directors, Key Managerial Personnel (except Mr. Pavan Kumar Jain, Chief Financial Officer and Key Managerial Personnel of the Company is a Non-executive Director of Aditya Birla Renewables Subsidiary Limited) and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 3-5 as set out in this Notice.

The existing/proposed transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members. The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 3-5 of the Notice

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

Sd/-  
**Sailesh Kumar Daga**  
Company Secretary and Compliance Officer  
F4164

Place: Mumbai  
Date: 15<sup>th</sup> March 2024

**DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of the Director	<b>Mr. Sushil Agarwal</b>	<b>Mr. N Mohan Raj</b>								
DIN	00060017	00181969								
Date of Birth / Age	13 <sup>th</sup> June 1963 / 60 years	29 <sup>th</sup> November 1953 / 70 years								
Date of First Appointment	1 <sup>st</sup> July 2015	12 <sup>th</sup> July 2019								
Expertise in specific functional areas	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto								
Experience										
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Not Applicable	<ul style="list-style-type: none"> <li>Corporate Governance, Legal &amp; Compliance</li> <li>Financial Literacy</li> <li>General Management</li> <li>Industry Knowledge</li> <li>Marketing</li> <li>Risk Management</li> <li>Strategic Expertise</li> <li>Sustainability</li> </ul>								
Qualification(s)	<ul style="list-style-type: none"> <li>Chartered Accountant</li> <li>Masters in Commerce</li> </ul>	Master's Degree in Arts (Economics)								
Terms & Conditions of appointment/ re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation.	Proposed to be re-appointed as an Independent Director for a second term of 5 (five) years, not liable to retire by rotation.								
	Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by Board which shall be within the limits stipulated under Section 197 of the Act and as approved by the shareholders of the Company.									
Remuneration last drawn (sitting fees and commission)	Nil	Total remuneration drawn till the date of this notice is ₹ 4.85 lakh as sitting fees for FY 23-24 and ₹ 33.50 lakh as Commission for FY 22-23.								
Remuneration proposed to be paid	<p>The current sitting fees structure is as under:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Board Meeting</td> <td>₹ 50,000/-</td> </tr> <tr> <td>Audit Committee / Rights Issue Committee -2023</td> <td>₹ 25,000/-</td> </tr> <tr> <td>All other Committee's</td> <td>₹ 20,000/-</td> </tr> </tbody> </table> <p>Any revision in the sitting fees as may be approved by the Board from time to time. Commission shall be paid as per the limits approved by the members in the Annual General meeting held on 27<sup>th</sup> August 2021 for a period of 5 years with effect from 1<sup>st</sup> April 2021.</p>		Particulars	Amount	Board Meeting	₹ 50,000/-	Audit Committee / Rights Issue Committee -2023	₹ 25,000/-	All other Committee's	₹ 20,000/-
Particulars	Amount									
Board Meeting	₹ 50,000/-									
Audit Committee / Rights Issue Committee -2023	₹ 25,000/-									
All other Committee's	₹ 20,000/-									
Shareholding in the Company including shareholding as a beneficial owner	<p>Till the date of this notice</p> <table border="1"> <tbody> <tr> <td>Fully paid up shares</td> <td>1,72,904</td> </tr> <tr> <td>Partly paid up shares</td> <td>5,663</td> </tr> </tbody> </table>	Fully paid up shares	1,72,904	Partly paid up shares	5,663	Nil				
Fully paid up shares	1,72,904									
Partly paid up shares	5,663									
Number of Board meetings held and attended during the FY 23-24	Nil	6 of 6 (Six of Six)								
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	<p><b>Chairman of Committee</b></p> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Risk Management &amp; Sustainability Committee</li> </ul>								

List of outside Company Directorships held in Indian Companies	<p><b>Listed Companies</b></p> <ul style="list-style-type: none"> <li>• Aditya Birla Capital Limited</li> <li>• Vodafone Idea Limited</li> </ul> <p><b>Unlisted Companies</b></p> <ul style="list-style-type: none"> <li>• Aditya Birla Health Insurance Co. Limited</li> <li>• Essel Mining &amp; Industries Limited</li> <li>• Novel Jewels Limited</li> <li>• Birla Management Centre Services Private Limited</li> <li>• Aditya Birla Online Fashion Private Limited</li> <li>• Aditya Birla Wellness Private Limited</li> <li>• Aditya Birla Management Corporation Private Limited</li> <li>• Applause Entertainment Private Limited</li> <li>• Azure Jouel Private Limited</li> <li>• B G H Properties Private Limited</li> <li>• Birla TMT Holdings Private Limited</li> <li>• IGH Holdings Private Limited</li> <li>• Infocyper India Private Limited</li> </ul>	<p><b>Unlisted Companies</b></p> <p>Veritas Finance Private Limited</p>
Chairman / Member of the Committees of the Board of Directors of other Indian Companies in which he is a Director	<p><b>Chairman of Committee(s):</b> Nil</p> <p><b>Membership of the Committee(s):</b></p> <ul style="list-style-type: none"> <li>• Aditya Birla Capital Limited <ul style="list-style-type: none"> <li>i. Audit Committee</li> <li>ii. Stakeholders' Relationship Committee</li> <li>iii. Asset-Liability Management Committee</li> </ul> </li> <li>• Vodafone Idea Limited <ul style="list-style-type: none"> <li>Stakeholders' Relationship Committee</li> </ul> </li> <li>• IGH Holdings Private Limited <ul style="list-style-type: none"> <li>i. Audit Committee</li> <li>ii. Nomination and Remuneration Committee</li> <li>iii. Corporate Social Responsibility Committee</li> <li>iv. Risk Management Committee</li> <li>v. Asset-Liability Management Committee</li> </ul> </li> <li>• Essel Mining &amp; Industries Limited <ul style="list-style-type: none"> <li>i. Nomination and Remuneration Committee</li> <li>ii. Finance Committee</li> </ul> </li> <li>• Novel Jewels Limited <ul style="list-style-type: none"> <li>Risk Management Committee</li> </ul> </li> </ul>	<p><b>Chairman of Committee(s):</b> Nil</p> <p><b>Membership of the Committee(s):</b></p> <p>Veritas Finance Private Limited</p> <ul style="list-style-type: none"> <li>i. Audit Committee</li> <li>ii. Nomination and Remuneration Committee</li> <li>iii. Stakeholders' Relationship Committee</li> <li>iv. Corporate Social Responsibility</li> </ul>
Entities in which the person has resigned in past three years	<ul style="list-style-type: none"> <li>• Aditya Birla Fashion and Retail Limited</li> <li>• Finesse International Design Private Limited</li> <li>• Living Media India Limited</li> <li>• Naman Finance and Investment Private Limited</li> <li>• Grasim Premium Fabric Private Limited</li> </ul>	<p>LTIDPL IndvIT Services Limited</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>He is not related to any Director or Key Managerial Personnel of the Company</p>	<p>He is not related to any Director or Key Managerial Personnel of the Company</p>

*Note: Directorships only in Indian Companies are considered.*

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Tuesday, 16<sup>th</sup> April 2024 the last day of remote e-Voting.

### 3. A. Dispatch of Postal Ballot Notice through electronic mode

In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories respectively for fully paid-up and partly paid-up shares as at close of business hours on Friday, 8<sup>th</sup> March 2024, **(the 'cut-off date')** and whose e-mail IDs are registered with the Company / Depositories. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to the Registrar and Share Transfer Agent of the Company (RTA) i.e., KFin Technologies Limited ('KFinTech') hereunder.

Members may note that the Notice will be available on the Company's website [www.grasim.com](http://www.grasim.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFinTech at <https://evoting.kfintech.com>.

### B. Registration of e-mail ID

Members who have not yet registered their e-mail ID may register the same as under:

- a) Members holding shares in physical mode are requested to register / update their e-mail ID and other KYC details, if applicable, by sending request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (if e-mail ID is already registered) or signed copy of the request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar Copy, Form ISR-1 and other relevant forms and documents at below address:

#### **KFin Technologies Limited**

Unit: **Grasim Industries Limited**  
Selenium Building, Tower-B Plot No. 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally, Rangareddy,  
Hyderabad 500 032  
Telangana, India

The format of Form ISR-1 is available on the website of KFinTech at <https://ris.kfintech.com/client-services/isc/> and on the website of the Company at <https://www.grasim.com/investors/investors-forms>.

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
  - c) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.
- C. Members whose names appears in the Register of Members / List of Beneficial Owners for fully paid-up and partly paid-up shares as on the cut-off date only i.e., Friday, 8<sup>th</sup> March 2024 shall be entitled to vote on the resolutions set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

#### 4. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ('remote e-voting') on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:





<b>Commencement of Remote e-voting</b>	<b>End of Remote e-voting</b>
Monday, 18 <sup>th</sup> March 2024 (9:00 a.m. IST)	Tuesday, 16 <sup>th</sup> April 2024 (5:00 p.m. IST)

The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- iii. The shareholders are requested to cast their vote for both the events if they are holding fully paid-up shares (EVEN 7922) as well as partly paid-up shares (EVEN 7923). However, if any member holding either of the shares i.e. fully paid-up or partly paid-up, they are requested to cast their vote under the respective Event only.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 8<sup>th</sup> March 2024, i.e., cut-off date, may cast their vote by remote e-voting in proportion to their shares in the paid-up equity share capital of the Company. Members cannot exercise votes by proxy on Postal Ballot.
- v. Ms. Shivangini Gohel (ACS 25740 & C.P. No. 9205), Partner, M/s. Dilip Bharadiya & Associates, Company Secretary and failing her Mr. Avinash Bagul (FCS 5578 & C.P. No. 19862), Partner, BNP & Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
  - a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to 'e-voting facility provided by listed entities', the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
  - b. E-voting process for fully paid-up and partly paid-up shares has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - c. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
  - I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
  - II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.



**I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1. Existing Internet-based Demat Account Statement (‘IDeAS’) facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer website or on a mobile.</li> <li>ii. On the e-services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. Thereafter enter the existing user ID and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on ‘Access to e-voting’ under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e., ‘Grasim Industries Limited’ or ESP i.e., KFinTech.</li> <li>v. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.</li> </ul> <p><b>2. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select ‘Register Online Ideas for IDeAS Portal’ or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e., the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on Company name i.e., ‘Grasim Industries Limited’ or ESP name i.e., KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience</li> </ul> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store          Google Play       </p> <div style="display: flex; justify-content: center; gap: 20px;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access to Securities Information ('Easi / Easiest') facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System MyEasi</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat account number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and e-mail ID as recorded in the demat account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company i.e., 'Grasim Industries Limited' or select 'KFinTech'.</li> <li>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul>
Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against 'Grasim Industries Limited' or 'KFinTech'.</li> <li>v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**II. Access to KFinTech e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Grasim Industries Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolutions.

5. The report of the Scrutinizer shall be submitted to the Chairman (or to such other person authorised by the Chairman) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairman or any other person duly authorised by Chairman, on or before Thursday, 18<sup>th</sup> April 2024. These results will also be displayed along with the Scrutinizer Report on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company [www.grasim.com](http://www.grasim.com), website of KFinTech at <https://evoting.kfintech.com>, and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.
6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 16<sup>th</sup> April 2024 i.e. the last date specified for receipt of votes through the remote e-voting process.
7. All relevant documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).
8. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.

### **General Guidelines for Members:**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [scrutiniser.grasim@adityabirla.com](mailto:scrutiniser.grasim@adityabirla.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
2. In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to remote e-voting, please contact Mr. Ganesh Patro, Assistant Vice President, Selenium Building, Tower-B Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddy, Hyderabad 500 032 Telangana, India at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No. 1800 309 4001.
3. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
4. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
5. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
6. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR – 3: For opting out of nomination by shareholder(s)
  - b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)
7. SEBI vide its Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/14 dated 11<sup>th</sup> August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on Company's Website at <https://www.grasim.com/>.