



GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda-456 331, Dist. Ujjain (M.P.), India

CIN: L17124MP1947PLC000410

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ADDITIONAL INFORMATION PERTAINING TO THE NOTICE OF THE 74TH ANNUAL GENERAL MEETING

To the Members,

We draw your attention towards the Notice dated 27th July 2021 convening 74th Annual General Meeting of GRASIM INDUSTRIES LIMITED ('AGM Notice') scheduled to be held on Friday, 27th August 2021 at 3.00 p.m. (IST) through video conference ('VC')/other audio-visual means ('OAVM').

Members are requested to take note of the following additional information in relation to Item No. 5 and Item No. 9 of the AGM Notice as set out hereunder:

Item No. 5

Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Joint Statutory Auditors of the Company

As set out at Item No. 5 of the AGM Notice, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022), one of the Joint Statutory Auditors of the Company, is sought to be re-appointed for a period of 5 consecutive years to hold office until the conclusion of the 79th Annual General Meeting of the Company, including fixation of their remuneration. The Board of Directors basis recommendation of the Audit Committee and subject to the approval of the members of the Company, has approved the remuneration not exceeding Rs. 1.60 Crore (excluding applicable taxes and out of pocket expenses), to be paid to M/s. B S R & Co. LLP, Chartered Accountants for conducting the Statutory Audit (including Limited Review) for the financial year 2021-2022. Tax audit fees, certifications and other services will be paid extra, basis the work performed by the said statutory auditor.



Item No. 9

Payment of Commission to Non-Executive Directors of the Company for a period of five years commencing from 1st April 2021

Please note that the Board of Directors of the Company has approved modification to the resolution set out at Item No. 9 of the AGM Notice to inter-alia, specify that the commission to the Non-Executive Directors (NEDs) of the Company will be paid for a period of five years with effect from 1st April 2021 and the Commission payable to NEDs will not exceed the limit of one percent per annum of the Net Profits of the Company as computed in the manner laid down in section 198 of the Companies Act, 2013 for each relevant financial year, commencing from 1st April 2021 up to 31st March 2026.

Members are requested to note the contents of the revised Item No. 9 of the AGM Notice and the explanatory statement thereto as set forth hereunder:

SPECIAL BUSINESS:

9. Payment of Commission to Non-Executive Directors of the Company for a period of five years commencing from 1st April 2021

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

“RESOLVED THAT pursuant to the provisions of sections 197 and 198, and other applicable provisions of the Companies Act, 2013 ('the Act'), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all the Non-Executive Directors of the Company (i.e., Directors other than the Managing Director and/or the Whole-time Directors) collectively be paid, remuneration by way of commission, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding one percent per annum of the Net Profits of the Company as computed in the manner laid down in section 198 of the Act, for each relevant financial year, for a period of five years, commencing from 1st April 2021 up to 31st March 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Explanatory Statement setting out material facts pursuant to section 102 of the Companies Act, 2013

Item no. 9

At the 69th Annual General Meeting of the Company, held on 23rd September, 2016, the Members of the Company had approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013, for a period of five years commencing from 1st April 2016 up to 31st March 2021.



A handwritten signature in black ink, appearing to be "Sudhakar".

In view of sections 197 and 198, and other relevant provisions of the Companies Act, 2013, regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations'), and taking into account the roles and responsibilities of the directors, it is proposed that the remuneration by way of commission be continued to be paid, collectively to all the Non-Executive Directors of the Company, at a sum not exceeding one percent per annum of the Net Profits of the Company, as prescribed under section 197 of the Companies Act, 2013 and wherein the 'Net Profits' shall be computed in the manner laid down in section 198 of the Companies Act, 2013, for each relevant financial year, for a period of five years, commencing from 1st April 2021 up to 31st March 2026, subject to provisions of Companies Act, 2013 and Listing Regulations. The quantum of remuneration payable to each of the Non-Executive Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, and considering attendance, type of meeting, preparations required, etc. This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013, and the Listing Regulations for payment of remuneration by way of commission to the Non-Executive Directors as set out in the Resolution at Item No. 9 of the Notice.

Non-Executive Directors and their relatives may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

Kindly note that this communication forms an integral part of the AGM Notice and is sent by email to all the Members of the Company. This communication is also available on the Company's website www.grasim.com, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the Company's Registrar & Transfer Agent viz. KFin Technologies Private Limited ('KFinTech') at <https://evoting.kfintech.com>.

On and from the date hereof, the AGM Notice shall always be read in conjunction with this communication. This communication is also being published in all India Editions of the Business Standard, in the English language and in Nai Dunia (Indore Edition), in Hindi language.

All other contents of the AGM Notice, save and except as modified by this communication or any additional information provided by the Company in this communication with respect to the AGM Notice, shall remain unchanged.



By Order of the Board
For Grasim Industries Limited

Sailesh Daga
Sailesh Daga
Company Secretary
Membership No.: F4164

Place: Mumbai

Date: 18th August 2021