



## GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel. No.: 07366-246760/66; Fax No.: 07366-244114/246024

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## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 73<sup>rd</sup> Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held on Monday, 14<sup>th</sup> September 2020 at 3.00 p.m. (IST) through video conference ('VC')/other audio-visual means ('OAVM') to transact the items of following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (including the Audited Consolidated Financial Statement) of the Company for the financial year ended 31<sup>st</sup> March 2020, and the Reports of the Board and the Auditors thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended 31<sup>st</sup> March 2020.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires from office by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Shailendra K. Jain (DIN: 00022454), who retires from office by rotation and being eligible, offers himself for re-appointment and in this behalf to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. Shailendra K. Jain (DIN: 00022454), Non-Executive Director on the Board of Directors of the Company, who retires from office by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company with the consent of the members of the Company accorded pursuant to the provisions of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended from time to time and under section 152 and other applicable provisions of the Companies Act, 2013."

### SPECIAL BUSINESS:

5. **Alteration of the Object Clause of the Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association ('MOA') of the Company such that the existing Clause 4.L of the MOA of the Company be replaced by and substituted with the following clause:

4.L To manufacture, produce refine, process, formulate, mix or prepare, mine or otherwise acquire, buy, sell, exchange, distributes, trade, deal in, import and export any and all kinds of chemicals, including heavy chemicals of all grades and organic and inorganic chemicals, *food processing aids or food processing chemicals*, fertilisers, linden, pesticides, manures their mixtures and formulation and any and all classes and kinds of chemicals, sources, chemical auxiliaries and analytical chemicals, mixtures, natural and synthetic and other

derivatives and compounds and by-products thereof and any and all kinds of products of which any of the foregoing constitutes any ingredient or in the production of which any of the foregoing is used, including acids, alkalies, fertilisers and agricultural and industrial chemicals of all kinds and industrial and other preparation of, or products arising from or required in the manufacturing, refining of any kind of fertiliser, their mixture and formulation.

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

6. **Alteration to the Articles of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration to the Articles of Association of the Company (AOA) by deleting Articles 63A to 63D, appearing immediately after Article 63 of the AOA, as set out in the Explanatory Statement, forming part of the Notice of this Annual General Meeting.

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

7. **Appointment of Dr. Santrupt Misra 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 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, and the Articles of Association of the Company, Dr. Santrupt Misra (DIN: 00013625), who was appointed by the Board of Directors of the Company, as an Additional Director of the Company, with effect from 13<sup>th</sup> June 2020, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation."

8. **Appointment of Mr. Vipin Anand 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 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Vipin Anand (DIN: 05190124), who was appointed by the Board of Directors of the Company, as an Additional Director of the Company with effect from 13<sup>th</sup> August 2020, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation."

9. **Continuation of Mrs. Rajashree Birla as a Non-Executive Director of the Company**

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

"**RESOLVED THAT** on the re-appointment of Mrs. Rajashree Birla (DIN: 00022995) as a Non-Executive Director of the Company as provided in the resolution at Item No. 3 above, consent of the Members of the Company be and is hereby accorded, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013, as amended from time to time for the continuation of holding of the office of Non-Executive Director of the Company by Mrs. Rajashree Birla after her completing the age of 75 (seventy five) years."

10. **Ratification of the remuneration of Cost Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 15.00 Lakh, plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. D.C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611) and remuneration not exceeding ₹ 2.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN-104041), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31<sup>st</sup> March 2021.

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

By Order of the Board



Hutokshi R. Wadia  
President & Company Secretary  
Membership No.: A5761

Place: Mumbai  
Date: 13<sup>th</sup> August 2020

### **NOTES FOR MEMBERS' ATTENTION:**

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('the Act'), in respect of the business, set out at Item Nos. 4 to 10 of the Notice, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 5 to 10 as special business as they are unavoidable in nature. Additional information, pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is furnished as Annexure to the Notice.

2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video Conference ('VC')/Other Audio Visual Means ('OAVM') during the calendar year 2020, without the physical presence of Members.

This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Listing Regulations; the provisions of General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020; General Circular No.17/2020 dated 13<sup>th</sup> April 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 issued by SEBI ('MCA and SEBI Circulars').

3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda-456 331, Dist. Ujjain (Madhya Pradesh), India. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Company's Statutory Auditors B S R & Co. LLP, Chartered Accountants (Firm Registration no. 101248W/W-100022) and S R B C & Co. LLP, Chartered Accountants (Firm Registration no. 324982E/E300003), were appointed as the Joint Statutory Auditors of

the Company for a period of 5 years, at the AGM of the Company held on 23<sup>rd</sup> September 2016 and 22<sup>nd</sup> September 2017, respectively. Their appointment was subject to ratification by the Members at every subsequent AGM, post their appointment.

Pursuant to the Companies (Amendment) Act, 2017, effective from 7<sup>th</sup> May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from section 139 of the Act.

In view of the above, no resolution is proposed for ratification of appointment of the Joint Statutory Auditors. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors.

7. KFin Technologies Private Limited ('KFinTech'), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC/OAVM and e-voting during the AGM (Insta Poll).

**8. Dispatch of Annual Report through electronic mode**

i. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2019-20 is being sent only through electronic mode to those Members whose email ID are registered with KFinTech/Depositories. Members may note that the Notice and Annual Report for the FY 2019-20 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.karvy.com>.

ii. Members who have still not registered their email ID are requested to update at the earliest:

a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company are requested to register/update their email ID with KFinTech by sending requests at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), with details of folio number and attaching a self-attested copy of PAN card or by logging onto [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).

b) Members holding shares in dematerialised mode are requested to register/update their email ID with the relevant Depository Participant.

iii. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website, [www.grasim.com](http://www.grasim.com).

**9. Procedure for Inspection of Documents**

During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection through electronic mode.

**10. Procedure for Joining the AGM through VC/OAVM**

a) Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'EVENT' for the Company's AGM.

Members are requested to follow the procedure given below:

i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>

ii. Enter the login credentials (i.e., User ID and password for e-voting)

iii. After logging in, click on 'Video Conference' option

iv. Then click on camera icon appearing against AGM EVENT of Grasim Industries Limited, to attend the Meeting

b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions. Further, Members can also use the OTP based login for logging into the e-voting system.

c) Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required

to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.

- d) Facility to join the meeting will be opened thirty minutes before the scheduled time of the AGM and will be kept open throughout the proceedings of the AGM.
- e) Members will be allowed to participate in the AGM through VC/OAVM on first come, first served basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
- f) Members who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Tuesday, 8<sup>th</sup> September 2020 (9:00 a.m. IST) to Thursday, 10<sup>th</sup> September 2020 (5:00 p.m. IST). Only those members who are registered as Speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Alternatively, members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/

folio number, email ID and mobile number. The window will be closed on Thursday, 10<sup>th</sup> September 2020 (5:00 p.m. IST).

- g) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 10<sup>th</sup> September 2020 through email on [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com). The same will be replied by the Company suitably.
- h) Members who need assistance before or during the AGM, may contact KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free numbers 1800-345-4001.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The scanned image of the abovementioned documents should be in the name format 'Corporate Name\_EVENT NO.' The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email ID address to [scrutinizer.grasim@adityabirla.com](mailto:scrutinizer.grasim@adityabirla.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).

#### 11. Instructions for remote e-voting and e-voting at the AGM

- i. In compliance with the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing Regulations the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services arranged by KFinTech. The Members may cast their votes remotely, using an electronic voting system ('remote e-voting') on the dates mentioned herein below.

- ii. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM, but shall not be entitled to cast their vote again. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or e-voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- iv. The remote e-voting period commences on Friday, 11<sup>th</sup> September 2020 (9.00 a.m. IST) and ends on Sunday, 13<sup>th</sup> September 2020 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Monday, 7<sup>th</sup> September 2020, i.e., Cut-Off Date, may cast their vote by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only. The remote e-voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently.
- v. Mr. Ashish Garg, Practicing Company Secretary (FCS 5181 & C.P. No. 4423), has been appointed as the Scrutinizer to scrutinize the e-voting (Insta Poll) during the AGM and remote e-voting process in a fair and transparent manner.
- 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 should 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, email 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 'EVENT', i.e., Grasim Industries Limited.
- 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 in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do 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 may choose the voting process separately for each folio/demat accounts.

**The process and manner for remote e-voting is as under:**

**A. In case a Member receives an email from KFinTech (for Members whose email addresses are registered with the Company/Depository Participants):**

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and Password for casting your vote.
- 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 confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution(s).

**B. In case, a Member whose email IDs are not registered with the Company/Depository Participant, then such Member is requested to register/update their email ID with the Depository Participant (in case of shares held in dematerialised form) or inform KFinTech at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) (in case of shares held in physical form):**

- i. Upon registration, Member will receive an email from KFinTech which includes details of e-Voting Event Number (EVEN), User ID and Password.
- ii. Please follow all steps from Note. No. A(i) to (xi) above to cast the vote by electronic means.

**C. Other Instructions:**

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date, i.e., Monday, 7<sup>th</sup> September 2020.
- II. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting (Insta Poll) at the AGM.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-Off Date, i.e., Monday, 7<sup>th</sup> September 2020, may obtain User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No./DP ID-Client ID, the member may send SMS: MYEPWD<SPACE>e-voting Event Number + Folio No. or DP ID-Client ID to +91 9212993399.

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

MYEPWD<SPACE>XXX1234567890

- b. If email address of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the

member may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.

- c. Members may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFinTech's e-voting platform, then such member can use his/her existing User ID and Password for casting the vote through remote e-voting.
- d. In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.karvy.com>. For any grievances related to e-voting, please contact Mr. Birender Singh Thakur, Deputy General Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No. 1800-3454-001.

**12. Information and instructions for e-voting facility (Insta Poll) at AGM**

- i. Facility to cast vote through e-voting (Insta Poll) at AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at the Meeting.
- ii. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM.
- iii. The procedure for e-voting (Insta Poll) during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting (Insta Poll) during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.
- iv. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting along with the consolidated Scrutiniser's Report, will be displayed at the Registered Office of the Company and will

be placed on the website of the Company: [www.grasim.com](http://www.grasim.com) and on the website of KFinTech at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.

### 13. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 28<sup>th</sup> August 2020 to Monday, 14<sup>th</sup> September 2020 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members at the AGM.

### 14. Dividend related Information

i. Subject to the provisions of the Act, dividend as recommended by the Board and subject to deduction of tax at source, if approved at the Meeting, will be paid to those Members or their mandates, whose names are registered in the Company's Register of Members:

- a) as Beneficial Owners as at the end of the business hours on 27<sup>th</sup> August 2020, as per the lists to be furnished by National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') in respect of the equity shares held in electronic form;
- b) after giving effect to valid request(s) of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to 1<sup>st</sup> April 2019 and returned due to deficiency in the documents) lodged with the Company or its Registrar & Transfer Agent ('RTA'), KFinTech, on or before 27<sup>th</sup> August 2020; and
- c) equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme-2006, Employee Stock Option Scheme-2013, before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive dividend, if approved at the Meeting.

ii. The Finance Act, 2020 has abolished dividend distribution tax (DDT). The Company has by email dated 3<sup>rd</sup> July 2020, informed Members about the deduction of tax at source on dividend, a copy of which is also uploaded on the website of the Company viz.

<https://www.grasim.com/investors/tds-on-dividend>. Members are requested to refer to the same for further details.

- iii. a) The Company will make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ('ECS')/National Electronic Clearing Service ('NECS').
- b) In terms of the MCA and SEBI Circulars, in case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services dispatch the dividend warrant to such Member by post.
- c) Members are advised to avail of the facility for receipt of dividend through ECS. Members holding shares in dematerialized mode are requested to contact their respective Depository Participants ('DPs') for availing ECS facility/updating their bank account details. Members holding shares in physical form are requested to download the ECS mandate form from the website of the Company at [https://www.grasim.com/upload/pdf/ECS\\_mandate\\_form\\_new01.pdf](https://www.grasim.com/upload/pdf/ECS_mandate_form_new01.pdf), and send the duly filled up form, along with a photo copy of a cancelled cheque, to the Company's RTA i.e. KFinTech.
- i. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company's RTA under the signature of the Sole/First Joint holder, the following information, so that the bank account number, and name and address of the bank can be printed on dividend warrants:
  - 1) Name of the Sole/First Joint holder and Folio No.
  - 2) Particulars of the bank account, viz.:
    - i) Name of the bank,
    - ii) Name of the branch with IFS Code,



- iii) Complete address of the bank with Pin Code Number,
  - iv) Account type, whether savings (SB) or current account (CA), and
  - v) Bank account number allotted by the bank
- ii. Members are requested to contact KFinTech for encashing the unclaimed dividend. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company, <https://www.grasim.com/investors/unpaid-and-unclaimed-dividend-iepf>.

#### 15. IEPF related Information

Pursuant to section 124 and other applicable provisions, if any, of the Act, all dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to Investor Education and Protection Fund (IEPF), established by the Central Government. Accordingly, unpaid and unclaimed dividend for the financial year 2011-12, has been transferred to the said Account/Fund.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF Suspense Account, operated by the IEPF Authority, pursuant to the IEPF rules.

In compliance with the aforesaid rules, the Company has transferred equity shares pertaining to the financial year 2011-12 to the IEPF Suspense Account, after providing necessary intimations to the relevant members. Details of unpaid/unclaimed dividend and equity shares for the financial year 2012-13 are uploaded on the website of the Company, as well as that of MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF rules. Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF rules.

Members, who have so far not encashed the dividend warrant(s) for the FY 2012-13, are requested to make their claims to the Company's RTA on or before 31<sup>st</sup> August 2020, failing which the unpaid/unclaimed dividend and the equity shares relating thereto for FY 2012-13 will be transferred to the IEPF. The Company, is in compliance with the aforesaid IEPF rules, has sent individual notices to those members whose shares are liable to be transferred to IEPF Suspense Account and has also published notice in the newspapers. The Company has also uploaded full details of such unclaimed/unpaid dividend and the related shares due for transfer on the website of the Company, <https://www.grasim.com/investors/unpaid-and-unclaimed-dividend-iepf>. Members are requested to verify the details and lodge their claims with the Company to avoid transfer of dividend and related shares to IEPF Account.

The Members can, however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Suspense Account, from the IEPF Authority by making an application in the manner specified under the IEPF rules.

#### 16. Other Information

- i. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.
- ii. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Transfer Agent.
- iii. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company's Registrar and Transfer Agent, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
- iv. In terms of the amendments to the Listing Regulations, with effect from 1<sup>st</sup> April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members

are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

- v. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.
- vi. Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit <http://karisma.kfintech.com> and click on INVESTOR option for query registration through free identity registration process.
- vii. KPRISM- Mobile service application by KFinTech:  
  
Members are requested to note that KFinTech has launched a mobile application - KPRISM and website <https://kprism.kfintech.com/app/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFinTech, dividend status and send requests for change of address, change/update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.
- viii. As per the provisions of section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA or can download the form from the

Company's website, viz., [https://www.grasim.com/upload/pdf/nomination\\_form\\_new01.pdf](https://www.grasim.com/upload/pdf/nomination_form_new01.pdf). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

- ix. Non-resident Indian Members are requested to inform the Company or KFinTech or to the concerned DPs, as the case may be, immediately:
  - (a) the change in the residential status on return to India for permanent settlement.
  - (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
  - (c) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or KFinTech quoting their Folio number or their Client ID number with DP ID number, as the case may be.
- x. Members who are holding shares in identical order of names in more than one folio are requested to consider consolidating the different folios into one. Post consolidation, the number of shares would remain the same.

To enable the Company, consolidate the folios, kindly send the following, under a covering letter, addressed to KFinTech:

- share certificate(s)
- copy of Pan Card(s) of all the Members
- Member's email ID and mobile number

Upon receipt of the above documents, the Company will consolidate the holdings and return the share certificate(s) with necessary endorsements on the reverse thereof. The Member's email ID, mobile number and bank account will be updated in the Company's record. This will not only facilitate speedy communication but also result in faster disbursement of future dividend. Moreover, the possibility of loss/misplacement of dividend warrants will also be eliminated.

As a subsequent step, it is also recommended that Members consider migrating their shareholding to the electronic mode.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. Mr. Shailendra K. Jain (DIN: 00022454), has attained the age of 75 years in December 2018, and his continuation as a Non-Executive Director for the current term was approved by the members at the Annual General Meeting held on 14<sup>th</sup> September 2018. In terms of provisions of the Companies Act 2013, Mr. Shailendra K. Jain is liable to retire by rotation and being eligible has offered himself for re-appointment. Mr. Shailendra K. Jain is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner.

Considering Mr. Jain's seniority, expertise and vast experience, which has immensely benefited the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, considered and approved Mr. Jain's re-appointment and continuation as Non-Executive Director of the Company. Approval of Members is therefore required by way of special resolution for his re-appointment and continuation as Director.

A brief profile of Mr. Shailendra K. Jain is given below:

Academically, Mr. Shailendra K. Jain is a B.Sc. (gold medalist) from Vikram University, Ujjain, and a B.E. Hons. (gold medalist) from the University of Mumbai and S. M. from Massachusetts Institute of Technology, U.S.A. Mr. Shailendra K. Jain joined the Company at its SFD, Nagda in 1965. He became the President of the Company in December 1993 and was appointed as a Whole-time Director in 2001. He was also the Chairman of Business Review Council of Aditya Birla Group. Besides being a Director of Pulp and Fibre business of Aditya Birla Group covering Grasim Industries and its subsidiaries, Mr. Jain is also the Chairman of Aditya Birla Cellulosic (Egypt) Co. SAE and a Commissioner at PT Sunrise in Indonesia. For his contribution, he has been honoured with the ABG Ratna Award in 2017. He has received many honour and accolades in his professional journey. He was the first Indian to chair a TAPPI session in USA. He has authored several articles based on his practical and research experience in the field of environment, forestation, productivity, rayon fibre and wood pulp.

The disclosures relating to Mr. Shailendra K. Jain, as required under the provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out as an Annexure to the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for the approval by the Members.

Except, Mr. Shailendra K. Jain and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 4 of the Notice.

#### Item No. 5

The Company is a leading manufacturer of viscose staple fibre (VSF) and Chemicals (Chlor Alkali) in India. The Company manufactures various chemicals like Caustic Soda, Calcium Hypochlorite (35% & 65%), Polyaluminium Chloride, Aluminium Chlorohydrate, Chlorinated Paraffin, Phosphoric Acid, Sodium Hypochlorite, Aluminium Chloride (Anhydrous), which are, *inter-alia* used as food processing aids in food processing industries.

In order to meet the registration requirements of Food Safety and Standards Authority of India in respect of these food processing aids or food processing chemicals, Clause 4.L of the Memorandum of Association ('MOA') needs to be amended to, *inter-alia* include Food processing aids or Food processing chemicals as stated in the Notice of the Annual General Meeting of the Company.

Pursuant to the provisions of sections 13 and 4 the Companies Act, 2013 read with applicable rules and regulations made thereunder, alteration of the Object Clause of the MOA of the Company requires approval of the members by means of a Special Resolution.

Copy of the MOA of the Company together with the proposed alteration is available to the Members for inspection without any fee from the date of circulation of this Notice up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email at [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).

The Board commends the Special Resolution set out at Item No. 5 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

#### Item No. 6

Aditya Birla Idea Payments Bank Limited (ABIPBL), now a subsidiary of the Company, was granted a license to

operate Payments Bank by Reserve Bank of India in April 2017.

In order to comply with one of the conditions of the license, the members at 70<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September 2017, approved alteration to the Articles of Association (AOA) by inserting new articles 63A to 63D, after the existing article 63 of the AOA of the Company as mentioned below:

**63A** No change of shareholding by person/group of persons, except Promoters/Persons comprising the Promoter Group

No change of shareholding by any person/group of persons, except Promoters/Persons comprising the Promoter Groups/Person acting in concert with the Promoters and Promoter Group of the Company, by way of fresh issue or transfer of shares, to the extent of 5% or more in the Company shall be without the prior approval of RBI, which shall be obtained by such person/group of persons.

**63B** Shareholding of the Company shall be held by residents

Not less than 51% of the shareholding of the Company shall be held by residents;

**63C** Power to appoint majority of directors

Resident shareholders shall have the power to appoint majority of directors on the Board of the Company; and

**63D** Conflict of provisions in 63A, 63B and 63C shall stand void

Any action taken, or any amendments of the Articles of the Company that would be in conflict of the provisions in 63A, 63B and 63C shall stand void.

Due to unanticipated developments in the business landscape leading to a seemingly unviable business model, the Board of Directors and shareholders of ABIPBL, subject to receipt of requisite regulatory consents and approvals, approved the voluntary winding up of ABIPBL.

The Company has now been informed that RBI has cancelled the Payments Bank license of ABIPBL w.e.f. 28<sup>th</sup> July 2020. Since the License has been cancelled it is proposed to obtain consent of the members for deleting article 63A to 63D from the AOA of the Company, in terms of the provisions of section 14 of the Companies Act, 2013 read with applicable rules and regulations made thereunder.

Copy of the AOA of the Company together with the proposed alteration is available to the Members for inspection without any fee from the date of circulation of this Notice up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email at [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).

The Board commends the Special Resolution set out at Item No. 6 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 6 of the Notice.

#### **Item No. 7**

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13<sup>th</sup> June 2020 appointed Dr. Sanrupt Misra (DIN: 00013625) as an Additional Director (Non-Executive and Non-Independent) of the Company, with effect from 13<sup>th</sup> June 2020. As an Additional Director, Dr. Sanrupt Misra holds office up to the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company. Dr. Sanrupt Misra has consented to act as a Director of the Company.

Dr. Sanrupt Misra is not related to any other Director of the Company. The disclosures relating to Dr. Sanrupt Misra as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, are set out as an Annexure to the Notice. Considering his vast experience and knowledge in diverse areas, the Board recommends the Resolution, pertaining to the appointment of Dr. Sanrupt Misra as a Director (Non-Executive and Non-Independent), for the approval by the Members of the Company by way of an Ordinary Resolution.

A brief profile of Dr. Sanrupt Misra is given below:

Dr. Sanrupt Misra is associated with Aditya Birla Group for around 24 years. Dr. Sanrupt Misra has a professional standing of over 30 years and is as an HR professional and a business leader of very high calibre. Dr. Sanrupt Misra is very well respected and regarded in the business fraternity. He has been a major player in the transforming the Aditya Birla Group in the last 24 years. Dr. Sanrupt Misra is currently the CEO, Birla Carbon; Director, Chemicals; and Director, Group Human Resources for the Aditya Birla Group. Dr. Misra has also worked at Board level for close to two decades as Non-Executive Director and Executive Director in publicly listed companies, unlisted companies, and Not

for Profit Organisations both in India and overseas. He is a Director in several companies of the Aditya Birla Group including Aditya Birla Capital Ltd., and other professional bodies. He is the Chairperson of the Board of Governors of the National Institute of Technology, Rourkela, and was an Independent Director on the Board of the Oil and Natural Gas Corporation Ltd., a leading Government of India enterprise, for a period of 3 years.

Dr. Santrupt Misra holds two Post Graduate degrees in Political Science and in Personnel Management & Industrial Relations, respectively. In addition, also holds two PhDs, from India & UK, in Public Administration and Industrial Relations, respectively & an honorary D.Sc degree from Aston University, UK. He is a Fellow of the National Academy of Human Resources (NAHR), USA; Hon. Fellow of the Coaching Federation of India; also an Eisenhower Fellow, an Aston Business School Fellow, an AIMA Fellow and a Commonwealth Scholar. He has been awarded several professional recognitions for his contribution to Business and Human Resources over the past decades.

Except Dr. Santrupt Misra being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 7 of the Notice.

#### **Item No. 8**

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13<sup>th</sup> August 2020 appointed Mr. Vipin Anand (DIN:05190124) as an Additional Director (Non-Executive and Non-Independent) of the Company, w.e.f. 13<sup>th</sup> August 2020. As an Additional Director, Mr. Vipin Anand holds office up to the date of this Annual General Meeting and is eligible to be appointed as a Director of the Company. Mr. Vipin Anand has consented to act as a Director of the Company.

Mr. Vipin Anand is not related to any other Director of the Company. The disclosures relating to Mr. Vipin Anand, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, are set out as an Annexure to the Notice. Considering his vast experience and knowledge in the field of Insurance, finance and investment, the Board recommends the resolution, pertaining to the appointment of Mr. Vipin Anand as a Director (Non-Executive and Non-Independent), for approval by the Members of the Company by way of an Ordinary Resolution.

A brief profile of Mr. Vipin Anand is given below:

Mr. Vipin Anand is the Managing Director of Life Insurance Corporation of India (LIC). He has been with LIC for more than 35 years. Mr. Vipin Anand has handled several important assignments in various capacities and departments, ranging from Information Technology, Marketing, and Personnel & Industrial Relations to Corporate Communications and International Operations, across different geographical locations of the country. He was also a member of the IRDAI committee for framing Regulations on Digital Marketing and is currently a member of the CII Committee on Insurance and Pensions. Mr. Vipin Anand was awarded 'Top Rankers Excellence Award for Outstanding Leadership' in January 2020.

Mr. Vipin Anand is a Science graduate and has received training from INSEAD Singapore, FALIA, Stephen Covey Institute, ISB Hyderabad, IIM Ahmedabad, IIM Lucknow, Institute of Public Administration- (RTI) Bangalore and National Insurance Academy.

Mr. Vipin Anand also serves on the boards of LIC Cards Services Limited, LIC Bangladesh Limited, LIC (International) B.S.C., Bahrain and LIC Housing Finance Limited.

Except Mr. Vipin Anand, being an appointee and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 8 of the Notice.

#### **Item No. 9**

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. The Nomination and Remuneration Committee has considered and recommended the continuation of Mrs. Rajashree Birla (DIN: 00022995) as Director as she will be attaining the age of 75 years. Approval of Members is sought by way of Special Resolution for continuation of Mrs. Rajashree Birla as a Non-Executive Director of the Company on her attaining the age of 75 years on 15<sup>th</sup> September 2020.

A brief profile of Mrs. Rajashree Birla is given below:

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the Group's social and welfare driven work

across 40 companies. The footprint of the Centre's work straddles over 5,000 villages, reaching out to 7.5 million people. Furthermore, Mrs. Birla is the Chairperson of the FICCI – Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee. She is the Chairperson of FICCI's first ever Expert Committee on CSR. She serves on the Board of Director's CSR Committee of State Bank of India. She is Member on the Advisory Board of 'The Research Society for the Care, Treatment and Training of Children in Need of Special Care', Mumbai, and of BAIF Development Research Foundation, Pune. As a patron of arts and culture, she heads the 'Sangit Kala Kendra', a Centre for performing arts, as its President.

In recognition of the exemplary work done by Mrs. Birla, leading national and international organisations have showered accolades upon her. **Among these the most outstanding ones have been that of the Government of India's 'Padma Bhushan' Award in 2011 in the area of 'Social Work', The Economic Times 'Corporate Citizen of the Year Award' twice over, in 2002 and 2012, besides the 'Global Golden Peacock Award for CSR' presented by Dr. Ola Ullsten, the Former Prime Minister of Sweden, in Portugal in 2010. The Institute of Directors ('IOD') Distinguished Fellowship Award, and FICCI FLO's Lifetime Achievement Award, are among the many other distinctions received by her.**

Apart from your Company, Mrs. Birla is a Director on the Boards of UltraTech Cement Limited, Hindalco Industries Limited, Century Textiles and Industries Limited, Century Enka Limited and Piani Investment and Industries Corporation Limited. She is also on the Board of the Group's international companies spanning Thailand, Indonesia, Philippines and Egypt.

At her current age also, she travels to remote parts of the country for the various social projects to help the masses to manage their livelihood, health, education and other basic needs. **CSR and sustainability are the key thrust areas for your Company as part of the ESG initiatives. Mrs. Rajashree Birla is the CSR ambassador for the Company and champions all our CSR initiatives and adds significant value to the Company.** Considering Mrs. Birla's seniority, expertise, vast experience and her past significant contribution to the Company, which has immensely benefited the Company, the Board, based on the recommendation of the Nomination and Remuneration Committee, considered and approved Mrs. Birla's continuation as Non-Executive Director of the Company.

The disclosures relating to Mrs. Rajashree Birla, as required under the provisions of Securities Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, are set out as an Annexure to the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for the approval by the Members.

Except, Mrs. Rajashree Birla, Mr. Kumar Mangalam Birla and their relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 9 of the Notice.

#### Item No. 10

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2021 as per the following details:

Name of the Cost Auditor	Division of the Company	Remuneration
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Viscose Filament Yarn - Century Rayon Division	Not exceeding ₹ 15.00 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses
M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN-104041)	Viscose Filament Yarn - Century Rayon Division	Not exceeding ₹ 2.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses

In accordance with the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2021.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 10 of the Notice.

By Order of the Board



Hutokshi R. Wadia  
President & Company Secretary  
Membership No.: A5761

Place: Mumbai  
Date: 13<sup>th</sup> August 2020

**A. DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:**

<b>Name of the Director</b>	<b>Mrs. Rajashree Birla</b>	<b>Mr. Shailendra K. Jain</b>	<b>Dr. Sanjrupt Misra</b>	<b>Mr. Vipin Anand</b>
<b>Date of Birth/Age</b>	15.09.1945/74 years	04.12.1943/76 years	15.08.1965/54 years	25.07.1961/59 years
<b>Date of First Appointment</b>	14.03.1996	01.04.2010	13.06.2020	13.08.2020
<b>Expertise in specific functional areas</b>	Industrialist	Management	Human Resource Development and Personnel Management and General Management	Insurance sector and Managing Director of Life Insurance Corporation of India
<b>Qualification</b>	B.A.	B.Sc, B.E. (Hons.) SM (MIT)	<ul style="list-style-type: none"> <li>• Post graduate degrees in: <ul style="list-style-type: none"> <li>- Political Science and Personnel Management &amp; Industrial Relations</li> </ul> </li> <li>• PhDs in: <ul style="list-style-type: none"> <li>- Public Administration from India and</li> <li>- Industrial Relations from U.K.</li> </ul> </li> <li>• Honorary D.Sc degree from Aston University, U.K.</li> <li>• Fellow of the National Academy of Human Resources (NAHR), USA</li> <li>• Hon. Fellow of the Coaching Federation of India</li> <li>• Fellow of Eisenhower</li> <li>• Fellow of Aston Business School</li> <li>• Fellow of AIMA</li> <li>• Commonwealth Scholar</li> </ul>	B.Sc
<b>Shareholding in the Company</b>	5,52,850 shares	65,430 shares	-	-
<b>Number of Board meetings attended during FY 2020</b>	3	7	Not Applicable	Not Applicable
<b>List of outside Company Directorships held in Indian Public Limited Companies</b>	<ol style="list-style-type: none"> <li>1. Pilani Investment and Industries Corporation Limited</li> <li>2. Hindalco Industries Limited</li> <li>3. Aditya Birla Health Services Limited</li> <li>4. UltraTech Cement Limited</li> <li>5. Century Enka Limited</li> <li>6. Century Textiles and Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Samruddhi Swastik Trading and Investments Limited</li> <li>2. Sun God Trading and Investment Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Birla Management Centre Services Limited</li> <li>2. Aditya Birla Capital Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. LIC Cards Services Limited</li> <li>2. LIC Housing Finance Limited</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	-	-	-	-
<b>Chairman/Member of the Committees of the Board of Directors of other Public Limited Companies in which he/she is a Director</b>	-	-	-	-
<b>a. Audit Committee</b>	-	-	-	-
<b>b. Stakeholders' Relationship Committee</b>	-	-	1. Aditya Birla Capital Limited - Member	-
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mother of Mr. Kumar Mangalam Birla	None	None	None

Note: Pursuant to regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz., Audit Committee and Stakeholders Relationship Committee have been considered.

For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No	Particulars	Details of access
1	Link for live webcast of the AGM and for participation through VC/OAVM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on 'Speaker registration'. Period of registration: Tuesday, 8 <sup>th</sup> September 2020 (9:00 a.m. IST) to Thursday, 10 <sup>th</sup> September 2020 (5:00 p.m. IST)  <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on 'Post Your Queries'. The window will close on Thursday, 10 <sup>th</sup> September 2020 (5:00 p.m. IST).
3	Link for remote e-voting	<a href="https://evoting.karvy.com">https://evoting.karvy.com</a>
4	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
6	Cut-off date for e-voting	Monday, 7 <sup>th</sup> September 2020
7	Time period for remote e-voting	Commences on Friday, 11 <sup>th</sup> September 2020 (9.00 a.m. IST) and ends on Sunday, 13 <sup>th</sup> September 2020 (5.00 p.m. IST)
8	Book closure dates	Friday, 28 <sup>th</sup> August 2020 to Monday, 14 <sup>th</sup> September 2020 (both days inclusive)
9	Link for Members to update email ID (for physical shareholders)	<a href="https://ris.kfintech.com/email_registration/or">https://ris.kfintech.com/email_registration/or</a> send email on <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
10	Registrar and Transfer Agent - Contact details	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Tel: 1-800-5724-001 <a href="http://www.kfintech.com">www.kfintech.com</a>
11	Grasim Industries Limited – Contact details	A-2 Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400 030 Email: <a href="mailto:grasim.secretarial@adityabirla.com">grasim.secretarial@adityabirla.com</a>