



## GRASIM INDUSTRIES LIMITED

CIN: L17124MP1947PLC000410

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

**Tel. No.:** 07366-246766

**Corporate Office:** Aditya Birla Centre, 'A' Wing, 2<sup>nd</sup> Floor, S.K. Ahire Marg, Worli, Mumbai - 400030, Maharashtra, India

**Tel. No.:** +91 22 6652 5000 / 2499 5000

**E-mail:** [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com) **Website:** [www.grasim.com](http://www.grasim.com)

## NOTICE OF THE 77<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 77<sup>th</sup> Annual General Meeting ('AGM') of the Members of **GRASIM INDUSTRIES LIMITED** ('the Company') will be held on **Tuesday, 20<sup>th</sup> August 2024 at 11.00 a.m. (IST)** through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), to transact the following business:

### ORDINARY BUSINESS:

**1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, and the Reports of the Board of Directors' and Auditors' thereon**

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors' and Auditors' thereon as circulated to the Members, be and are hereby received, considered and adopted."

**2. Declaration of Dividend**

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

**"RESOLVED THAT** dividend at the rate of ₹ 10/- (Rupees ten only) per equity share of ₹ 2/- each (on fully paid-up equity shares and partly paid-up equity shares in proportion to their share in the paid-up equity share capital), as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2024."

**3. Retirement by rotation of Smt. Rajashree Birla (DIN: 00022995)**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Smt. Rajashree Birla (DIN: 00022995), who retires by rotation at this Annual General Meeting and, being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**4. Retirement by rotation of Mr. Raj Kumar (DIN: 06627311)**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Mr. Raj Kumar (DIN: 06627311), who retires by rotation at this Annual General Meeting and who has not offered himself for re-appointment, be and is hereby not re-appointed as a Director of the Company and the vacancy, so created be not filled."

**5. Appointment of Branch Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Section 143(8) read with Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the

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Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee, M/s. Singhi & Co., Chartered Accountants (Registration Number 302049E), be and are hereby appointed as the Branch Auditor of the Company, to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the 78<sup>th</sup> AGM of the Company, to conduct the audit for Paints Business, for the financial year 2024-25, at a remuneration not exceeding ₹ 50 lakh (Rupees fifty lakh only) plus tax as applicable and reimbursement of out-of-pocket expenses.

**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."

### SPECIAL BUSINESS:

#### 6. Ratification of the remuneration of Cost Auditor for the financial year 2024-25

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 remuneration of ₹ 26 lakh (Rupees twenty six lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by 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), be paid to M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611), for conducting audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March 2025, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board 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. Continuation of Smt. Rajashree Birla (DIN: 00022995) 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** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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), approval of the Members of the Company be and is hereby accorded for continuation of Smt. Rajashree Birla (DIN: 00022995), who has attained the age of 75 (Seventy Five) years, as a Non-executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board 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."

#### 8. Appointment of Mr. Haigreave Khaitan (DIN: 00005290) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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. Haigreva Khaitan (DIN: 00005290), 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, for a term of 5 (Five) consecutive years commencing from 26<sup>th</sup> September 2024 upto 25<sup>th</sup> September 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board 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.”

**9. Appointment of Mr. Ashvin Dhirajlal Parekh (DIN: 06559989) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 17(1A), 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘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. Ashvin Dhirajlal Parekh (DIN: 06559989), 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, for a term of

5 (Five) consecutive years commencing from 23<sup>rd</sup> August 2024 up to 22<sup>nd</sup> August 2029 (both days inclusive) and to continue to act as an Independent Director of the Company, on attaining the age of 75 (seventy five) years in the year 2028.

**RESOLVED FURTHER THAT** the Board 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.”

**10. Appointment of Mr. Mukkavilli Jagannath (DIN: 10090437) 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, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of 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), Mr. Mukkavilli Jagannath (DIN: 10090437), 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 a Non-executive Director of the Company, with effect from 26<sup>th</sup> September 2024, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board 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.”

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### 11. Material Related Party Transactions with Hindalco Industries Limited

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

**“RESOLVED THAT** pursuant to the provisions of Section 2(76) and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and Rules made thereunder, and Regulations 2(1)(zc), 23(4) and other applicable provisions, 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 and the Company’s Policy on the Related Party Transactions, basis the recommendation and approval of the Audit 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 approval of the Members be and is hereby accorded to the Board to enter into / continue the contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Hindalco Industries Limited (‘Hindalco’), a related party of the Company on such terms and conditions as may be agreed between the Company and Hindalco, for an aggregate value of up to ₹ 1,250 crore (Rupees one thousand two hundred fifty crore only) entered into / to be entered during the FY 2024-25, as per details provided in the explanatory statement, subject to such contract(s) / arrangement(s) / transaction(s) being at arm’s length and in the ordinary course of business of the Company.

**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 finalizing 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 Governmental / Regulatory Authorities, as applicable, in this regard and deal with any matters, 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 Chief Financial Officer, Company Secretary or any other Officer(s) / 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).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

### 12. Material Related Party Transactions with AV Group NB Inc, Canada

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

**“RESOLVED THAT** pursuant to the provisions of Section 2(76) and other applicable provisions, if any, of the Companies Act 2013 (‘the Act’) and Rules made thereunder, and pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions, 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 and the Company’s Policy on the Related Party Transactions, basis the recommendation and approval of the Audit 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 approval of the Members be and is hereby accorded to the Board to enter into / continue the contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with AV Group NB Inc, Canada (‘AVNB’), Joint Venture of the Company and accordingly a related party of the Company, on such terms and conditions as may be agreed between the Company and AVNB, for an aggregate value of up to ₹ 1,108 crore (Rupees One thousand one hundred eight crore Only) entered into

/ to be entered during the FY 2024-25, as per details provided in the explanatory statement, subject to such contract(s) / arrangement(s) / transaction(s) being at arm's length and in the ordinary course of business of the Company.

**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 finalizing 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 Governmental / Regulatory Authorities, as applicable, in this regard and deal with any matters, 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 Chief Financial Officer, Company Secretary or any other Officer(s) / 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).

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

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



**Sainesh Kumar Daga**

Company Secretary

Membership No.: F4164

Place: Mumbai

Date: 22<sup>nd</sup> May 2024

## NOTICE (CONTD.)

### NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of item Nos. 5 to 12 in the Notice of the 77<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting'), is annexed hereto. The Board of Directors ('the Board') have considered and decided to include item nos. 6 to 12 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) Regulations, 2015 ('SEBI 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 this Notice.
2. Meeting through VC/OAVM: Ministry of Corporate Affairs ('MCA') vide its Circular No. 09/2023 dated 25<sup>th</sup> September 2023 (In continuation with the Circulars issued earlier in this regard) ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October 2023 (collectively as 'MCA and SEBI Circulars' or 'the Circulars') has allowed conducting AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') without the physical presence of Members at a common venue till 30<sup>th</sup> September 2024. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. Members who are shareholders as on Tuesday, 13<sup>th</sup> August 2024, ('cut-off date') can join the AGM 30 minutes before the commencement of the AGM i.e. at 10:30 A.M. and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.

The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, as per the MCA Circulars, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first serve basis.

Members attending the Meeting through VC/OAVM will be counted for the purposes of quorum under Section 103 of the Act.

4. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Birlagram, Nagda – 456 331, District Ujjain (Madhya Pradesh), India, which shall be deemed venue of the AGM. The route map for the venue of the AGM is therefore not annexed to this Notice.
5. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of 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. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board / Governing body resolution / Authorisation etc. They are requested to email certified copy of the Board / Governing body resolution / Authorisation etc authorizing their representatives to attend and vote on their behalf. The documents shall be emailed to [evoting@kfintech.com](mailto:evoting@kfintech.com) with the subject line 'Grasim Industries Limited 77<sup>th</sup> AGM'.
6. KFin Technologies Limited ('KFinTech' / 'RTA'), 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 ('Insta-Poll') during the AGM.

#### 7. Dispatch of Annual Report through electronic mode

In compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members, whose e-mail IDs are registered with KFinTech/Depositories. Members may note that the Notice and the Annual Report for the financial year 2023-24 are available on the following websites:

Particulars	Website
Grasim Industries Limited	<a href="http://www.grasim.com">www.grasim.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Limited	<a href="http://www.nseindia.com">www.nseindia.com</a>
KFinTech	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>

The Audited Accounts of the Company's subsidiaries are available on the Company's website at <https://www.grasim.com/investors/results-reportsand-presentations>.

Members who have still not registered / updated their e-mail IDs are requested to register / update at the earliest:

- a) Members holding shares in physical mode and who have not registered / updated their e-mail IDs with the Company are requested to register / update their e-mail IDs by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) to KFinTech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032. Form ISR-1 is available on the website of the Company at <https://www.grasim.com/investors/investors-forms>
- b) Members holding shares in electronic mode are requested to register / update their e-mail IDs with the relevant Depository Participants.

We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.

## 8. Procedure for Inspection of Documents

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 Secretarial Auditor of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in this Notice will be available electronically for inspection by the Members during the AGM.

All documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the AGM.

Members who seek to inspect such documents can send an e-mail to [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).

## 9. Instructions for remote e-Voting and e-Voting (Insta Poll) 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 from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to its Members, the 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 facilitated by KFinTech.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- 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 e-Voting Event Number (“EVEN”) i.e. through remote e-Voting or e-Voting at the AGM. If a Member casts vote(s) by both modes, then voting done through remote e-Voting shall prevail and vote(s) cast at the AGM shall be treated as “INVALID”.
- IV. The Members are requested to cast their vote for both the events if they are holding fully paid-up shares (EVEN XXXX) as well as partly paid-up shares (EVEN XXXX). 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.
- V. The remote e-Voting period commences on Thursday, 15<sup>th</sup> August 2024 (9.00 a.m. IST) and ends on Monday, 19<sup>th</sup> August 2024 (5.00 p.m. IST). During this period, 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, shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only. The remote

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e-Voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he / she will not be allowed to change it subsequently.

- VI. Mr. Dilip Bharadiya, (FCS 7956 & C.P. No. 6740), Partner, Dilip Bharadiya & Associates, Company Secretaries failing him Mr. Avinash Bagul (FCS 5578 & C.P. No. 19862), Partner, BNP & Associates, Company Secretaries has been appointed by the Board of Directors as the Scrutinisers to scrutinise the e-Voting (Insta Poll) during the AGM and remote e-Voting process in a fair and transparent manner.

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

- VII. 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 the Listed Companies”, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice of the 77<sup>th</sup> AGM.
- VIII. Pursuant to the aforesaid SEBI circular dated 9<sup>th</sup> December 2020 on “e-Voting facility provided by the Listed Companies”, e-Voting process has been enabled to 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.

- IX. 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 the e-Voting facility.
- X. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- XI. The process and manner for remote e-Voting and joining and voting at the 77<sup>th</sup> AGM are 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.
  - III. Access to join the 77<sup>th</sup> AGM on KFinTech system and to participate and vote thereat.

## 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>A) Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>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>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>Click on the Company name i.e. ‘Grasim Industries Limited’ or e-voting service provider (‘ESP’) i.e. KFinTech.</li> <li>Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period and voting during the AGM.</li> </ol> <p><b>B) Users not registered under IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select “Register Online 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>Proceed with completing the required fields for registration.</li> <li>After successful registration, please follow steps given in point A above.</li> </ol> <p><b>C) By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>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>Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL starting with ‘IN’), password / OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>Click on the 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 and voting during the AGM.</li> <li>Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<b>A) Existing user who have opted for Electronic Access to Securities Information ('Easi / Easiest') facility:</b>
	<ul style="list-style-type: none"> <li>i) Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System My Easi.</li> <li>iii) Login to My Easi option under quick login.</li> <li>iv) Login with the registered user ID and password. The system will authenticate the Member by sending OTP on registered mobile number and email ID.</li> <li>v) After successful authentication, members are required to click on KFinTech, being e-voting service provider and choose the name of the Company to cast their vote.</li> </ul>
	<b>B) Users who have not opted for Easi / Easiest:</b>
	<ul style="list-style-type: none"> <li>i) Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</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. A above to cast your vote.</li> </ul>
	<b>C) By visiting the e-voting website of CDSL:</b>
	<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 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, viz. '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 Depository Participant	<ul style="list-style-type: none"> <li>i) Members can also login using the login credentials of their Demat Account through their DP registered with the NSDL/CDSL 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 Depositories i.e. NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: + 91 22 4886 7000 and + 91 22 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## II. Access to KFinTech e-Voting system in case of Members holding shares in physical and non-individual Members in demat mode.

**(A) Members whose e-mail IDs are registered with the Company / Depository Participant(s), 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'- AGM 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 on the Cut-off Date. 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 (s), 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 Resolution(s).

**(B) Members whose email IDs are not registered with the Company / Depository Participant(s), consequently the Annual Report, Notice of the AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. In case e-mail ID of a Member is not registered with the Company / Depository Participant(s), then such Member is requested to register / update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with the KFinTech by sending KYC Documents prescribed under SEBI Master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024 at KFin Technologies Limited, Unit – Grasim Industries Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 or by sending digitally signed documents at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) (in case of Shares held in physical form).
- ii. Upon updation of e-mail ID, Shareholders may send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for procuring user ID and password for e-voting.
- iii. Please follow all steps from (A)(I) to (XI) above to cast your vote by electronic means.

**III. Access to join the AGM on KFinTech system and to participate and vote thereat.**

Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by

## NOTICE (CONTD.)

KFinTech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the e-mail received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

### Procedure for joining the AGM though VC/OAVM

- I. 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 Company's AGM.

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

- II. Facility for joining the AGM though VC/OAVM shall open at least 30 minutes before the commencement of the Meeting and shall be kept open throughout the AGM.
- III. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- IV. Members are required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
- V. Facility of joining the AGM through VC/OAVM shall be available on first come first serve basis.

- VI. 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.
- VII. Institutional / Corporate Members (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified true copy (PDF / JPG Format) of its board or governing body resolution or authorisation etc., authorising 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 / authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail ID address to [scrutiniser.grasim@adityabirla.com](mailto:scrutiniser.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)

### SPEAKER REGISTRATION:

- VIII. Members holding shares as on the Cut-off Date and who would like to express their views or ask questions during the 77<sup>th</sup> 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 from Thursday, 15<sup>th</sup> August 2024 (9.00 a.m. IST) to Sunday, 18<sup>th</sup> August 2024 (5.00 p.m. IST). Those Members who are registered as Speakers will only 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.
- IX. 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, e-mail ID and mobile number. The window will be open from Thursday, 15<sup>th</sup> August 2024 (9.00 a.m. IST) to Sunday, 18<sup>th</sup> August 2024 (5.00 p.m. IST).

- X. Members seeking any information with regard to the accounts or any matter to be placed at the 77<sup>th</sup> AGM are requested to write to the Company on or before Sunday, 18<sup>th</sup> August 2024 through e-mail on [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com). The same will be replied by the Company suitably.

#### OTHER INSTRUCTIONS

- a) In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. Ganesh Patro, Asst. Vice President, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 Toll-free No.: 1800 309 4001.
- b) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the Cut-off Date for e-voting and all other Members who have not received User ID and Password, he / she may obtain the User ID and Password in the manner as mentioned below:
- I. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical share(s):  
MYEPWD <SPACE> XXXX1234567890
  - II. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - III. Members who may require any technical assistance or support before or during the

AGM are requested to contact KFinTech at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

- IV. Members may send an e-mail request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFinTech e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.

#### 10. Information and instructions for e-voting facility (Insta Poll) at the AGM

- I. Facility to cast vote through e-voting (Insta Poll) at the AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at the AGM.
- II. The 'Vote Now Thumb sign' on the left-hand corner of the video screen will be activated upon instructions of the Chairman during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members shall click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- III. 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. Members who have already cast their votes by remote e-voting are eligible to attend the AGM. However, those Members are not entitled to cast their vote again at the AGM.

#### Results of remote e-Voting and e-Voting (Insta Poll) at the 77<sup>th</sup> AGM

The Scrutiniser after the conclusion of e-voting at the Meeting, will 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 Scrutiniser's decision on the validity of the vote shall be final. 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 following websites as under:

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Particulars	Website
Grasim Industries Limited	<a href="http://www.grasim.com">www.grasim.com</a>
BSE Limited	<a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Limited	<a href="http://www.nseindia.com">www.nseindia.com</a>
KFinTech	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>

### 11. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 7<sup>th</sup> August 2024 to Tuesday, 20<sup>th</sup> August 2024 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

### 12. Dividend related Information

- I. Subject to the provisions of the Act, dividend as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, wherever applicable, 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 Tuesday, 6<sup>th</sup> August 2024 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) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFinTech on Tuesday, 6<sup>th</sup> August 2024.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company or KFinTech or Depositories and those who have given their mandate for receiving dividends directly in their bank accounts through the National Automated Clearing House ('NACH').

Equity shares that may be allotted upon exercise of stock options granted under the 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 the dividend, if approved at the AGM.

- II. In terms of the provisions of the Income Tax Act, 1961 dividend shall be taxable in the hands of Members at applicable rates of tax. A copy of the intimation about the deduction of the tax at source on dividend, which has been sent to the Members by email dated 12<sup>th</sup> June 2024, is available on the following weblink: <https://www.grasim.com/investors/tds-on-dividend>
- III. 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>.

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024, has mandated that with effect from 1<sup>st</sup> April 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link:

[https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

### 13. 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 FY 2015-16, has been transferred to the IEPF.

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, 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

FY 2015-16 to the IEPF, after providing necessary intimations to the relevant Members. Details of unpaid / unclaimed dividend and equity shares for the FY 2015-16 are uploaded on the website of the Company, as well as that of MCA (IEPF) and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF, pursuant to the IEPF Rules.

Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making application in the manner provided in the IEPF rules. Members, who have so far not encashed the dividend warrant(s) for the FY 2016-17, are requested to make their claims to the Company's RTA on or before 1<sup>st</sup> October 2024, failing which the unpaid / unclaimed dividend and the equity shares relating thereto for the FY 2016-17 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 the IEPF 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 at <https://www.grasim.com/investors/unpaid-and-unclaimeddividend-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.

#### 14. General 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, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA.
- 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 RTA, 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 SEBI 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 these 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 various services other than transfer for securities held in physical form but the processing will be done in demat 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 RTA 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/signin.aspx> 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. Members holding shares in physical form need to ensure that before submitting any service request,

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their folios are KYC compliant. If the folios of physical security holders are not KYC compliant then the security holders need to comply with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024, without which any investor service requests will not be processed. 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 RTA 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 with DP ID, as the case may be.

X. Dispute Resolution Mechanism (SMART ODR)

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated 30<sup>th</sup> May 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31<sup>st</sup> July 2023 (updated as on 20<sup>th</sup> December 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: <https://www.grasim.com>.

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 5

As the Members are aware, the Company has commenced the Paints business. For this business, the Company has set up various units(s)/plant(s) in India. For carrying out the audit of accounts of these unit(s)/plant(s), it is considered necessary to appoint branch auditor. The Board of Directors ("Board") of the Company, based on the recommendation of the Audit Committee, has proposed the appointment of M/s. Singhi & Co., Chartered Accountants (Registration Number 302049E), as the Branch Auditor of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of the 78<sup>th</sup> AGM of the Company, to conduct the audit for Paints Business of the Company, for the financial year 2024-25, at a remuneration not exceeding ₹ 50 lakh (Rupees fifty lakh only) plus tax as applicable and reimbursement of out-of-pocket expenses.

Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 5 of this Notice for appointment of Branch Auditor and to fix their remuneration.

The Board recommends the Ordinary Resolution set out at Item No. 5 of this Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, concerned or interested in the said resolution.

#### ITEM NO. 6

The Company has manufacturing units of diversified businesses at various locations across the country. The cost records of these units of the Company are required to be audited by the Cost Auditor.

Based on the location of the units, market trend and current industry practices, the Audit Committee reviews the proposal for appointment and remuneration payable to Cost Auditor and recommends the same to the Board of Directors of the Company ('the Board') for its approval.

The remuneration of the Cost Auditor is being determined in consensus with the Cost Auditor taking into consideration the agreed scope of work for all units, the performance of the Cost Auditor and turnover of the Company.

The Board based on the recommendation of the Audit Committee, had approved the appointment of M/s. D.C.

Dave & Co., Cost Accountants, Mumbai (Registration No. 000611) to conduct the audit of the cost records of all units of the Company for the financial year ending 31<sup>st</sup> March 2025, at a remuneration of ₹ 26 lakh (Rupees twenty six lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses.

M/s. D.C. Dave & Co. is one of the leading Cost Accounting and Cost Audit firm in India in practice for over three decades. They provide effective cost accounting reports and strategic business mentorship. Cost Audit is conducted in line with the standards laid down by the Institute of Cost Accountants of India. M/s. D.C. Dave & Co. has been associated with the Company as its Cost Auditor since FY 2016-17.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing the resolution as set out in Item No. 6 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March 2025.

The Board recommends the Ordinary Resolution set out at Item No. 6 of this 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 said resolution.

#### ITEM NO. 7

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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.

Smt. Rajashree Birla (DIN: 00022995), has attained the age of 75 years in September 2020. At the Annual General Meeting ('AGM') held on 29<sup>th</sup> August, 2022, Members had approved the re-appointment of Smt. Rajashree Birla as director retiring by

## NOTICE (CONTD.)

rotation as well as continuation in office. In terms of provisions of the Companies Act, 2013, Smt. Rajashree Birla is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. Smt. Rajashree Birla is in good health and of sound and alert mind. The Board of Directors ('the Board') is confident about her being able to function and discharge her duties in an able and competent manner.

Based on the recommendation of the Nomination and Remuneration Committee and taking in account Smt. Rajashree Birla's seniority, expertise and vast experience, which has immensely benefited the Company, the Board considered and approved the continuation of Smt. Rajashree Birla as a Non-executive Director of the Company, liable to retire by rotation.

### **Brief profile of Smt. Rajashree Birla**

Smt. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Smt. Birla chairs the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 7,000 villages, reaching out to 9 million people. The Group runs 24 hospitals. The Group reaches out to well over 100,000 students through its network of 56 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not For Profit' institutions.

Smt. 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 is on the Board of BAIF Development Research Foundation, Pune and also served on the Board of Directors of the CSR Committee of SBI Foundation and is a Trustee of the Gujarat Vidyapith. As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-ABCPA (Indian National Theatre-Aditya Birla Centre for Performing Arts).

In recognition of the exemplary work done by Smt. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India which bestowed the "Padma Bhushan" Award in 2011 on Smt. Rajashree Birla in the area of "Social Work". At the G20 EMPOWER Meet in Ahmedabad, the G20 EMPOWER Award for 'Lifetime Achievement' was conferred upon Smt.

Birla. Yet another prestigious award accorded to Smt. Birla is BRICS 'Living Legend and Icon for Community Excellence and Lifetime Achievement Award', bestowed upon her by the erstwhile President, Mr. Ram Nath Kovind.

Furthermore, for Smt. Birla's unrelenting endeavours towards polio eradication, she was honoured with the much coveted "Polio Eradication Champion" Award by the Government of India. Likewise, the "Global Golden Peacock Award for CSR" was conferred upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal. Among other distinctive awards received by Smt. Birla, feature the Economic Times' prestigious Award: Corporate Citizen of the Year, twice in a decade, first in 2003 and again in 2012; the All-India Management Association's "Corporate Citizen of the Year Award", the IOD's "Distinguished Fellowship Award" and the "FICCI FLO Golden Laurel Award".

The disclosures relating to Smt. Rajashree Birla, as required under the SEBI Listing Regulations are set out as an Annexure to this Notice.

The Board recommends the Special Resolution set out at Item No. 7 of this Notice for the approval by the Members.

Except, Smt. Rajashree Birla, Mr. Kumar Mangalam Birla, Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

### **ITEM NO. 8**

Mr. Haigreave Khaitan (DIN: 00005290) is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years commencing from 26<sup>th</sup> September 2024 up to 25<sup>th</sup> September 2029, not liable to retire by rotation, pursuant to the provisions of the Companies Act 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Accordingly, approval of the Members is being sought for the appointment of Mr. Khaitan.

### **Brief profile of Mr. Haigreave Khaitan**

He is the Partner of Khaitan & Co. He is responsible for the Firm's strategic growth and development. Under his guidance, Khaitan & Co has grown to become India's largest full service law firm and the most advanced legal institution in the country.

With over 30 years of professional experience, Mr. Khaitan has led some of the most high-profile and challenging matters in India across industries, be it for companies, financial institutions and boards of directors.

As a strategic advisor, he is often brought onboard to devise innovative commercial solutions to solve complex legal and regulatory matters, including mergers and acquisitions, restructurings and insolvencies, structured financing as well as critical disputes, governance challenges and white-collar crime matters.

Mr. Khaitan regularly participate in high-level policy-making bodies, including recently as a member of the Competition Commission of India's Committee for the Digital Competition Act, a member of the Securities and Exchange Board of India's Committee on Fair Market Conduct, and a member of the Industry Standard Forum (FICCI, CII, ASSOCHAM) for setting implementation standard for Listing provisions.

He has been consistently recommended by the world's leading accreditation bodies as one of the most prominent lawyers in the country, describing him as an "outstanding lawyer" who is "extremely good and very sharp when it comes to large transactions."

His select recognitions include:

- Chambers and Partners as an "Eminent Practitioner" for Corporate M&A and Private Equity and "Band 1 Lawyer" for Private Wealth Law,
- Legal 500 ranked in "Hall of Fame" for Corporate and M&A and recommended Lawyer for Private Client practice and Private Equity and Investment Funds;
- Who's Who Legal 2023 - Global Elite Thought Leader for M&A;
- Recognised as Elite practitioner by Asia law Leading Lawyers;
- Recognised as Market Leader for Banking and M&A by IFLR;
- A - List lawyer by India Business Law Journal;
- In - House Community Counsels Awards as External Counsel of the Year 2021;
- Asian Legal Business as one of the top 15 M&A lawyers in Asia; and
- RSG India Award for the Emerging Leaders of the Year 2019.

Mr. Khaitan has confirmed that:

- i. He is qualified to be appointed as a Director in terms of the provisions of Section 164 of the Act and has provided his consent to act as a Director;

- ii. He meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;
- iii. He is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India and any other competent regulatory authority;
- iv. His name does not appear in the list of willful defaulters issued by Reserve Bank of India;
- v. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- vi. He is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Haigreave Khaitan for the office of Director of the Company.

Considering the vast knowledge, acumen, expertise of Mr. Haigreave Khaitan, the Board of Directors ('the Board') is of the opinion that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Khaitan fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of Nomination and Remuneration Committee considers that given his skills, integrity, expertise and experience, the association of Mr. Haigreave Khaitan would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mr. Haigreave Khaitan as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members.

Mr. Haigreave Khaitan will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board 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.

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The disclosures relating to Mr. Haigreave Khaitan, as required under the Act and the SEBI Listing Regulations are set out as Annexure to this Notice.

The Board recommends the Special Resolution set out at item no. 8 of this Notice for the approval by the Members.

Except, Mr. Haigreave Khaitan and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 9

Mr. Ashvin Dhirajlal Parekh (DIN: 06559989) is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years commencing from 23<sup>rd</sup> August 2024 up to 22<sup>nd</sup> August 2029, not liable to retire by rotation, pursuant to the provisions of the Companies Act 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Accordingly, approval of the Members is being sought for the appointment of Mr. Parekh.

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 the Members is also being sought for continuation of Mr. Ashvin Dhirajlal Parekh as an Independent Director of the Company on attaining the age of 75 years in the year 2028.

#### Brief profile of Mr. Ashvin Dhirajlal Parekh

Mr. Ashvin Dhirajlal Parekh has set up the advisory service company – Ashvin Parekh Advisory Services LLP (APAS) in the areas of providing services to the Boards and the management of the financial services sector companies, in June 2013. Mr. Parekh retired as a Senior Partner from Ernst & Young in June 2013; he was with EY for 8 years. After retiring as Partner in EY, he was associated with EY as a Senior Expert – Advisor till April 2014. Earlier he was the Executive Director of Deloitte Touche Tohmatsu India Pvt. Ltd. from July 2002 till June 2005. In past, he also held senior positions in Arthur Anderson, Price Waterhouse Coopers, KPMG India, KPMG UK, KPMG Dubai and Hindustan Lever Ltd. He has worked in the United Kingdom, Dubai, Australia, Germany and US on Partner secondment programs for about 11 years outside of India.

After returning to India, 20 years ago he has been working closely with all the major global and Indian clients in the banking, insurance, and capital markets areas.

Mr. Parekh has done more than ~700 projects with the large firms. In 1999 – 2000, during the reforms in the insurance sector he was closely involved with the government and the regulator in the formation of the regulatory authority and also assisted the regulators office in preparing the regulations for the sector. Since then, he has assisted more than 40+ joint ventures in the life, general and health insurance areas. He has assisted these companies from the preparation of business plans till assisting them in seeking regulatory approvals for licensing / registering these companies. He is assisting one of the old private sector banks in selling their stake with a life insurance major. He was retained by 6 major global Re-insurance players for providing the regulatory support with regards setting up of their branches in India keeping with The Insurance Laws (Amendment) Bill, 2008 and filing of application for setting up such branches in India.

He has been working closely with the Government of India. In the last 10 years, he has been on 9 committees set up by the Ministry of Finance. He has been assisting all the regulators in the finance sector namely the banking, insurance, pension and capital markets with new reforms.

He has been a member of several committees set up by the RBI, IRDAI and SEBI. Recently he was selected Expert Committee of RBI (K V Kamath committee) for Resolution Framework for Covid-19 related Stress.

Mr. Parekh is on the boards of reputed BFSI and listed entities as Independent Director. Earlier he was the Chairman on the Board of National Pension Scheme (NPS) in India from 2017 to 2020 and prior to that he was a Trustee of the NPS from 2015.

Mr. Parekh is very active on the media both television and print on discussions on the Indian economy, the fiscal and monetary policies and the new reform initiatives.

Mr. Parekh has confirmed that:

- i. He is qualified to be appointed as a Director in terms of the provisions of Section 164 of the Act and has provided his consent to act as a Director;
- ii. He meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;
- iii. He is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India and any other competent regulatory authority;

- iv. His name does not appear in the list of willful defaulters issued by the Reserve Bank of India;
- v. He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- vi. He is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Ashvin Dhirajlal Parekh for the office of Director of the Company.

Considering the vast knowledge, acumen, expertise of Mr. Ashvin Dhirajlal Parekh, the Board of Directors ('the Board') is of the opinion that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Parekh fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Ashvin Dhirajlal Parekh would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mr. Ashvin Dhirajlal Parekh as an Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members.

Mr. Ashvin Dhirajlal Parekh will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board 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.

The disclosures relating to Mr. Ashvin Dhirajlal Parekh, as required under the Act and the SEBI Listing Regulations are set out as Annexure to this Notice.

The Board recommends the Special Resolution set out at item no. 9 of this Notice for the approval by the Members.

Except, Mr. Ashvin Dhirajlal Parekh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

## ITEM NO. 10

Mr. Mukkavilli Jagannath (DIN: 10090437) is proposed to be appointed as a Non-Executive, Non-Independent Director of the Company with effect from 26<sup>th</sup> September 2024, liable to retire by rotation, pursuant to the provisions of the Companies Act 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Accordingly, approval of the Members is being sought for the appointment of Mr. Mukkavilli Jagannath.

### Brief profile of Mr. Mukkavilli Jagannath

Mr. Mukkavilli Jagannath is the Managing Director of Life Insurance Corporation of India ('LIC') with effect from 13<sup>th</sup> March 2023.

Mr. Jagannath joined LIC in the year 1988 as a Direct Recruit Officer, Mr. Jagannath brings with him rich experience of over three decades across various functions of the Corporation. Before taking charge of the current assignment, he was the Zonal Manager (In Charge) of South-Central Zone, where he led the Zone's transformation by driving performance on vital metrics. Under his stewardship, the Zone scripted newer heights in New Business growth by nurturing a performance-oriented culture and driving a consumer-centric service model. Earlier, he was Head of Bancassurance for the South-Central Zone and thereafter, the Regional Manager (Marketing) of the same Zone at Hyderabad and Bangalore locations. He also held the helm of Ernakulam, Dharwad and Bangalore-I Divisions in his earlier role as Senior Divisional Manager. Mr. Jagannath's international experience comes from his tenure as Chief Executive Officer and Manager Director of LIC (Lanka) Ltd., Colombo, Sri Lanka between 2009 and 2013.

Mr. Jagannath is a Commerce graduate with CA (inter) and holds a Post-Graduate Diploma in Marketing, International Post-Graduate Diploma in Life Insurance, General Insurance & Risk Management from the Institute of Insurance and Risk Management (IIRM), Hyderabad. He is an Associate of the Insurance Institute of India, Mumbai.

Mr. Jagannath has confirmed that:

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- i. He is qualified to be appointed as a Director in terms of the provisions of Section 164 of the Act and has provided his consent to act as a Director;
- ii. He is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India and any other competent regulatory authority; and
- iii. His name does not appear in the list of willful defaulters issued by the Reserve Bank of India.

The Company has received a notice from a Member under Section 160(1) of the Act proposing the candidature of Mr. Mukkavilli Jagannath for the office of Director of the Company.

Mr. Mukkavilli Jagannath will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board of Directors ('the Board') 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. In terms of representation letter received from LIC, the sitting fees will be payable to Mr. Jagannath and commission will be payable to LIC.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Mukkavilli Jagannath would be beneficial to the Company and it is desirable to avail his services as a Non-executive Director.

The disclosures relating to Mr. Mukkavilli Jagannath, as required under the Act and the SEBI Listing Regulations are set out as Annexure to this Notice.

The Board recommends the Ordinary Resolution set out at item no. 10 of this Notice for the approval by the Members.

Except, Mr. Mukkavilli Jagannath and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

### ITEM NO. 11

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All Material Related Party Transactions shall require prior approval of the Members, even if the transactions are in the ordinary course of business and at an arm's length basis.

The Company deals with Hindalco Industries Limited ('Hindalco'), a promoter group company in the ordinary course of business and on an arm's length basis for various operational transactions including sale of its products to Hindalco as well as purchase of Hindalco products required for the Company's businesses to achieve its objectives.

The estimated value of the contract(s) / arrangement(s) / agreements(s) / transaction(s) of the Company with Hindalco in terms of the 'Related Party Transactions' under Regulation 2(1)(zc) of the SEBI Listing Regulations may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23 of the SEBI Listing Regulations.

The maximum annual value of the proposed transactions with Hindalco as mentioned in the table hereunder, has been estimated based on the prevailing market prices in the current financial year. Members may please note that the Company has been undertaking such transactions of similar nature in the previous financial years with Hindalco, in the ordinary course of business and on an arm's length basis. During the current financial year, the Company has obtained the requisite approval from the Audit Committee as per the requirements of the applicable laws.

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, for the following specific Material Related Party Transactions, 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 ('SEBI Circulars').

## Information pursuant to SEBI Circulars:

Sr. No.	Description	Details										
Details of summary of information provided by the management to the Audit Committee												
1	Name of related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Hindalco is a promoter group company and holds 4.29% equity shares of the Company as on 31<sup>st</sup> March 2024.</p> <p>The Company is also a promoter group company for Hindalco and holds 3.92% equity shares of Hindalco as on 31<sup>st</sup> March 2024.</p>										
2	Name of the Director(s) or Key Managerial Personnel (KMP) who is related, if any and nature of relationship	<p><b>Related Director(s):</b></p> <p>Mr. Kumar Mangalam Birla is the Chairman, Non-executive Director and Promoter of Hindalco and the Company</p> <p>Smt. Rajashree Birla is the Non-executive Director and a part of Promoter Group of Hindalco and the Company; and</p> <p>Mr. Yazdi Piroj Dandiwalla is an Independent Director of Hindalco and the Company.</p> <p><b>Related KMPs:</b> Nil</p>										
3	Type, Material Terms and particulars of the contracts and arrangements	<p>The Transaction involves the following:</p> <ul style="list-style-type: none"><li>Sale of Caustic Soda, Speciality Chemicals, Other Allied Chemicals, Steel Products (Traded Good), Fabric, Garments and Painting Services</li><li>Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina</li><li>Rent income, Rent expenses and Business Auxiliary Services</li></ul> <p>All the above transactions are / will be entered at an Arm's Length basis and in the ordinary course of business.</p> <p>Material terms and particulars of the contract and arrangement:</p> <p><b>Sale of Caustic Soda:</b> Transaction is undertaken based on FOB (Free on Board) rate for the previous month published by IHS Chemical Market Advisory Services, an independent agency, for India region, plus freight charges.</p> <p><b>Sale of Steel Products (Traded Good), Speciality Chemicals, Other Allied Chemicals, Fabric, Garments and Painting Services:</b> Pricing is done based on prevailing market price at the time of sale.</p> <p><b>Purchase of Aluminum and Aluminum Products:</b> Negotiated Market Price (Hindalco declared price list based on prevailing LME index)</p> <p><b>Purchase of Eternia Aluminium doors and windows:</b> At market Price</p> <p><b>Purchase of Hydrate / Alumina:</b> Negotiated Market Price considering prevailing market demand and competitive market dynamics.</p> <p><b>Rent income, Rent expenses and Business Auxiliary Services:</b> At market Price.</p>										
4	Value of Transactions	<table><tr><th>Transactions</th><th>Amount (in ₹ crore)</th></tr><tr><td>Sale of Caustic Soda, Speciality Chemicals, Other Allied Chemicals, Steel products (traded good), fabric, garments and Painting Services</td><td>761</td></tr><tr><td>Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina</td><td>485</td></tr><tr><td>Rent income, Rent expenses and Business Auxiliary Services</td><td>4</td></tr><tr><td><b>Total</b></td><td><b>1,250</b></td></tr></table>	Transactions	Amount (in ₹ crore)	Sale of Caustic Soda, Speciality Chemicals, Other Allied Chemicals, Steel products (traded good), fabric, garments and Painting Services	761	Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina	485	Rent income, Rent expenses and Business Auxiliary Services	4	<b>Total</b>	<b>1,250</b>
Transactions	Amount (in ₹ crore)											
Sale of Caustic Soda, Speciality Chemicals, Other Allied Chemicals, Steel products (traded good), fabric, garments and Painting Services	761											
Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina	485											
Rent income, Rent expenses and Business Auxiliary Services	4											
<b>Total</b>	<b>1,250</b>											
5	Any advance paid or received for the contract or arrangement, if any	Nil										
6	Tenure of the transactions	Transactions entered / to be entered during the FY 2024-25										
7	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2023-2024)	0.95%										

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Sr. No.	Description	Details															
8	Justification of Transaction	<p>The Company is one of the leading producers of Caustic Soda and other allied chemicals. The Company sells Caustic Soda to Industries like Textiles, Alumina, Soaps and Detergents, Paper, Chemicals and Inorganic Chemicals and sells other Chemicals to Industries like Industrial Chemicals, Plastic, Additives, Water Treatment, Agrochem, Pharma and Food &amp; Feed.</p> <p>Hindalco produces Aluminium Ingots, Hydrate, Alumina and needs caustic soda and other chemicals like Hydrochloride Acid, Poly Aluminium Chloride, Sodium Hypo-Chloride as raw materials for producing the same. The Company supplies the same to Hindalco.</p> <p>Further, the Company requires Aluminium Ingots, Hydrate and Alumina as a raw material to manufacture Anhydrous Aluminium Chloride, Poly Aluminium Chloride and Insulators. The Company purchases the same from Hindalco.</p> <p>The Company's plants are located in close proximity of Hindalco plants, which adds value for both the companies. The transactions of sale of Caustic Soda, other allied chemicals and purchase of Aluminium Ingots, Hydrate and Alumina are aimed at achieving synergies for both the companies.</p> <p>Further, based on requirement of both the businesses and to take benefit of competitive price:</p> <ul style="list-style-type: none"> <li>- Hindalco may purchase steel from Birla Pivot or Painting services from Birla Opus units of Grasim.</li> <li>- Grasim may purchase Aluminium Doors and Windows from Hindalco's Eternia unit.</li> </ul>															
9	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:																
	i. details of the source of funds in connection with the proposed transaction	Not applicable															
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments -nature of indebtedness; - cost of funds; and - tenure	Not applicable															
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable															
	iv. 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.	Not applicable															
		<b>Amount (in ₹ crore)</b>															
11	Transaction undertaken during previous financial years	<table> <tr> <th>Particulars</th><th>FY 24</th><th>FY 23</th></tr> <tr> <td>Sale of Caustic Soda, other allied chemicals, Steel products (traded good), fabric, garments and Painting Services</td><td>495</td><td>677</td></tr> <tr> <td>Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina</td><td>381</td><td>340</td></tr> <tr> <td>Rent income, Rent expenses and business auxiliary services</td><td>1</td><td>1</td></tr> <tr> <td><b>Total</b></td><td><b>877</b></td><td><b>1,018</b></td></tr> </table>	Particulars	FY 24	FY 23	Sale of Caustic Soda, other allied chemicals, Steel products (traded good), fabric, garments and Painting Services	495	677	Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina	381	340	Rent income, Rent expenses and business auxiliary services	1	1	<b>Total</b>	<b>877</b>	<b>1,018</b>
Particulars	FY 24	FY 23															
Sale of Caustic Soda, other allied chemicals, Steel products (traded good), fabric, garments and Painting Services	495	677															
Purchase of Aluminum and Aluminum Products, including Eternia Aluminium doors and windows and Hydrate / Alumina	381	340															
Rent income, Rent expenses and business auxiliary services	1	1															
<b>Total</b>	<b>877</b>	<b>1,018</b>															
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.															

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 Circulars.

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 Act and shall remain within the proposed amount(s) being placed before the Members.

The Board recommends the Ordinary Resolution set out at item no. 11 of this Notice for the approval by the Members.

Except Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director & Promoter of Hindalco and the Company, Smt. Rajashree Birla Non-Executive Director and a part of the Promoter Group of Hindalco and the Company and Mr. Yazdi Piroj Dandiwalla an Independent Director of Hindalco and the Company and their relatives to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

The existing / proposed transactions shall not, in any manner, be detrimental to the interest of Members 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. 11 of this Notice.

## ITEM NO. 12

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') a transaction with a related party shall be considered material, if the transaction(s) to be entered into

individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All Material Related Party Transactions shall require prior approval of the Members, even if the transactions are in the ordinary course of business and at an arm's length basis.

The Company deals with AV Group NB Inc, Canada, Joint Venture of the company ('AVNB') in the ordinary course of business and on an arm's length basis for various operational transactions including purchase of pulp from AVNB required for the Company's businesses to achieve its objectives.

The estimated value of the contract(s) / arrangement(s) / agreements(s) / transaction(s) of the Company with AVNB in terms of the 'Related Party Transactions' under Regulation 2(1) (zc) of the SEBI Listing Regulations may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23 of the SEBI Listing Regulations.

The maximum annual value of the proposed transactions with AVNB as mentioned in the table hereunder, has been estimated based on the prevailing market prices in the current financial year. Members may please note that the Company has been undertaking such transactions of similar nature in the previous financial years with AVNB, in the ordinary course of business and on an arm's length basis. During the current financial year, the Company has obtained the requisite approval from the Audit Committee as per the requirements of the applicable laws.

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, for the following specific Material Related Party Transactions, 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 ('SEBI Circulars').

## NOTICE (CONTD.)

### Information pursuant to SEBI Circulars:

Sr. No.	Description	Details								
Details of summary of information provided by the management to the Audit Committee										
1	Name of related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	AVNB is a Joint Venture of the Company. The Company holds 45% equity shares of the AVNB as on 31 <sup>st</sup> March 2024.								
2	Name of the Director(s) or Key Managerial Personnel (KMP) who is related, if any and nature of relationship	<b>Related Director(s):</b> <ul style="list-style-type: none"><li>Dr. Thomas M. Connelly, Jr. Chairman of AVNB and Independent Director of the Company,</li><li>Mr. Sushil Agarwal, Director of AVNB and Non-executive Director of the Company; and</li><li>Mr. Harikrishna Agarwal, Director of AVNB and Managing Director of the Company</li></ul> <b>Related KMP(s):</b> <ul style="list-style-type: none"><li>Mr. Harikrishna Agarwal, Director of AVNB and Managing Director and Key Managerial Personnel of the Company</li></ul>								
3	Type, Material Terms and particulars of the contracts and arrangements	<p>The Transaction involves the following:</p> <ul style="list-style-type: none"><li>Purchase of pulp</li><li>Business auxiliary services.</li></ul> <p>All the above transactions are / will be entered at an Arm's Length basis and in the ordinary course of business.</p> <p>Material terms and particulars of the contract and arrangement:</p> <p><b>Purchase of pulp:</b> Pulp price will be benchmarked to the Pulp Price paid to our major independent pulp supplier, subject to adjustment for Softwood premium. Price is based on average CCF (China Chemical forum) price after applicable discount as per the agreement.</p> <p><b>Business auxiliary services:</b> At Market Price</p>								
4	Value of Transactions	<table><tr><th>Transactions</th><th>Amount (in ₹ crore)</th></tr><tr><td>Purchase of Pulp</td><td>1,106</td></tr><tr><td>Business Auxiliary Services</td><td>2</td></tr><tr><td><b>Total</b></td><td><b>1,108</b></td></tr></table>	Transactions	Amount (in ₹ crore)	Purchase of Pulp	1,106	Business Auxiliary Services	2	<b>Total</b>	<b>1,108</b>
Transactions	Amount (in ₹ crore)									
Purchase of Pulp	1,106									
Business Auxiliary Services	2									
<b>Total</b>	<b>1,108</b>									
5	Any advance paid or received for the contract or arrangement, if any	Nil								
6	Tenure of the transactions	Transactions entered / to be entered during the FY 2024-25								
7	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2023-2024)	0.85%								
8	Justification of Transaction	<p>AV Group NB consists of 2 mills namely Atholville (AVC) &amp; AV Nackawic (AVN) located in New Brunswick province in Canada. These mills were acquired in 1998 &amp; 2005 respectively and engaged in manufacturing of Dissolving Grade Pulp. Pulp, being a key cost driver, constitutes about 60% of total variable cost of Cellulosic Fibres.</p> <p>These mills were acquired with following intent: -</p> <p>A. Reliable Supply of Pulp to ensure consistent Quality of Cellulosic Fibres</p> <ul style="list-style-type: none"><li>Uniform supply source ensures better quality</li><li>Availability of DG Pulp in required quantity, quality and in time</li></ul> <p>B. Volatility in the Pulp Price</p> <ul style="list-style-type: none"><li>Captive pulp helps in effective bargaining power while negotiating long term supply contract</li></ul> <p>Purchase of pulp from AV Group NB helps to achieve above objective of the business.</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:									

Sr. No.	Description	Details
a. i.	details of the source of funds in connection with the proposed transaction	
ii.	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not applicable
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
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

		Amount (in ₹ crore)
11	Transaction undertaken during previous financial years	
	<b>Particular</b>	<b>FY 24</b>
	Purchase of Pulp	896
	Business auxiliary services	1
	<b>Total</b>	<b>897</b>
	*Amount less than ₹ 50 lakh.	
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.

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 Circulars.

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 Act and shall remain within the proposed amount(s) being placed before the Members.

The Board recommends the Ordinary Resolution set out at item no. 12 of this Notice for the approval by the Members.

Except, Dr. Thomas M. Connelly, Jr. Chairman of AVNB and Independent Director of the Company, Mr. Sushil Agarwal, Director of AVNB and Non-executive Director of the Company and Mr. Harikrishna Agarwal, Director of AVNB and Managing Director of the Company and their respective relatives to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Directors, Key

Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the said resolution.

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. 12 of this Notice.

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

*Sailesh Kumar Daga*

**Sailesh Kumar Daga**

Company Secretary

Membership No.: F4164

Place: Mumbai

Date: 22<sup>nd</sup> May 2024

## Annexure

### DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS') AND THE COMPANIES ACT, 2013:

Name of the Director	Smt Rajashree Birla	Mr. Haigreve Khaitan	Mr. Ashvin Dhirajlal Parekh	Mr. Mukkavilli Jagannath
Date of Birth / Age	15.09.1945 / 79 years	13.07.1970 / 54 years	13.05.1953 / 71 years	16.05.1965 / 59 years
Date of First Appointment	14.03.1996	Proposed to be appointed w.e.f. 26.09.2024	Proposed to be appointed w.e.f. 23.08.2024	Proposed to be appointed w.e.f. 26.09.2024
Expertise in specific functional areas	As mentioned in item no. 7 of the explanatory statement of this Notice	As mentioned in item no. 8 of the explanatory statement of this Notice	As mentioned in item no. 9 of the explanatory statement of this Notice	As mentioned in item no. 10 of the explanatory statement of this Notice
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>• Technology, Digitisation &amp; Innovation,</li> <li>• Strategic Expertise, and</li> <li>• Sustainability</li> </ul>	<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>• Risk Management, and</li> <li>• Strategic Expertise</li> </ul>	Not applicable
Qualification	B.A.	LL.B	<ul style="list-style-type: none"> <li>• Chartered Accountant</li> <li>• Company Secretary</li> <li>• Cost &amp; Works Accountants</li> <li>• Executive PG Management Program</li> </ul>	<ul style="list-style-type: none"> <li>• Commerce graduate</li> <li>• CA (inter)</li> <li>• Post-Graduate Diploma in Marketing, International</li> <li>• Post-Graduate Diploma in Life Insurance, General Insurance &amp; Risk Management</li> <li>• Associate of the Insurance Institute of India, Mumbai.</li> </ul>
Terms & Conditions of appointment / re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation.	Proposed to be appointed as an Independent Director for a term of 5 (Five) years, not liable to retire by rotation.		Proposed to be appointed as a Non-Executive Director, 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 Members of the Company.			
Remuneration last drawn (sitting fees and commission)	a) ₹ 3.40 lakh as sitting fees for FY 23-24; and b) ₹ 144 lakh as Commission for FY 22-23.		NIL	
Remuneration proposed to be paid	The current sitting fee's structure is as under:			
	<b>Particulars</b>			<b>Amount</b>
	Board Meeting			₹ 50,000/-
	Audit Committee / Rights Issue Committee -2023			₹ 25,000/-
	All other Committees			₹ 20,000/-
	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.			
Shareholding in the Company	5,74,829 <sup>#</sup> shares	NIL	NIL	NIL
Number of Board meetings attended during FY 2024	6 of 6 (Six of Six)		Not applicable	

<b>Name of the Director</b>	<b>Smt Rajashree Birla</b>	<b>Mr. Haigreave Khaitan</b>	<b>Mr. Ashvin Dhirajlal Parekh</b>	<b>Mr. Mukkavilli Jagannath</b>
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Corporate Social Responsibility Committee - Chairperson	NIL	NIL	NIL
List of outside Company Directorships held in Indian Public Limited Companies	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>1. Century Enka Limited</li> <li>2. Century Textiles and Industries Limited</li> <li>3. Hindalco Industries Limited</li> <li>4. Pilani Investment and Industries Corporation Limited</li> <li>5. UltraTech Cement Limited</li> </ol>	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>1. Borosil Renewables Limited</li> <li>2. Ceat Limited</li> <li>3. Dalmia Bharat Limited</li> <li>4. JSW Steel Limited</li> <li>5. Mahindra and Mahindra Limited</li> <li>6. Reliance Industries Limited</li> <li>7. Tech Mahindra Limited</li> </ol> <b>Unlisted Companies:</b> <ol style="list-style-type: none"> <li>8. JIO Platforms Limited</li> </ol>	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>1. Aditya Birla Sun Life Insurance Company Limited (Debt Listed)</li> <li>2. ICICI Securities Limited</li> <li>3. Nippon Life India Asset Management Limited</li> </ol> <b>Unlisted Companies:</b> <ol style="list-style-type: none"> <li>4. ICICI Securities Primary Dealership Limited</li> </ol>	<b>Listed Companies:</b> <ol style="list-style-type: none"> <li>1. BSE Limited</li> <li>2. Life Insurance Corporation of India</li> <li>3. LIC Housing Finance Limited</li> </ol> <b>Unlisted Companies:</b> <ol style="list-style-type: none"> <li>4. LICHFL Asset Management Company Limited</li> </ol>
Chairman/ Member of the Committee of the Board of Directors of other Companies	<b>Audit Committee</b> -  <b>Stakeholder Relationship Committee</b> -	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>1. Borosil Renewables Limited (Member)</li> <li>2. JSW Steel Limited (Member)</li> <li>3. Mahindra &amp; Mahindra Limited (Member)</li> <li>4. Reliance Industries Limited (Member)</li> <li>5. Tech Mahindra Limited (Member)</li> </ol> <b>Stakeholder Relationship Committee</b> <ol style="list-style-type: none"> <li>1. Mahindra &amp; Mahindra Limited (Chairman)</li> <li>2. Tech Mahindra Limited (Chairman)</li> </ol>	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>1. ICICI Securities Limited (Chairman)</li> <li>2. ICICI Securities Primary Dealership Limited (Chairman)</li> <li>3. Nippon Life India Asset Management Limited (Chairman)</li> </ol> <b>Stakeholder Relationship Committee</b> <ol style="list-style-type: none"> <li>1. Nippon Life India Asset Management Limited (Member)</li> </ol>	<b>Audit Committee</b> <ol style="list-style-type: none"> <li>1. BSE Limited (Member)</li> </ol> <b>Stakeholder Relationship Committee</b> <ol style="list-style-type: none"> <li>1. BSE Limited (Chairman)</li> </ol>
Listed entities in which the person has resigned in past three years	-	<ol style="list-style-type: none"> <li>1. Inox Leisure Limited</li> <li>2. PVR Inox Limited</li> <li>3. Torrent Pharmaceuticals Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. ICICI Lombard General Insurance Company Limited</li> </ol>	-
Relationship with other Directors and Key Managerial Personnel of the Company	<ul style="list-style-type: none"> <li>• Mother of Mr. Kumar Mangalam Birla</li> <li>• Grandmother of Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla</li> </ul>	Not related to any Director or Key Managerial Personnel of the Company.		

# Including 21,979 partly paid-up equity shares of the Company.

**Note:** Pursuant to Regulation 26 of the SEBI Listing Regulations only two committees, viz. Audit Committee and Stakeholders Relationship Committee have been considered.

## NOTICE (CONTD.)

**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: Thursday, 15 <sup>th</sup> August 2024 (9.00 a.m. IST) to Sunday, 18 <sup>th</sup> August 2024 (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 Sunday, 18 <sup>th</sup> August 2024 (5.00 p.m. IST)
3	Link for remote e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.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 Limited at Toll Free / Phone Number: 1800 309 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: + 91 22 4886 7000 and + 91 22 2499 7000
6	Cut-off date for e-voting	Tuesday, 13 <sup>th</sup> August 2024
7	Time period for remote e-voting	Thursday, 15 <sup>th</sup> August 2024 (9.00 a.m. IST) and ends on Monday, 19 <sup>th</sup> August 2024 (5.00 p.m. IST).
8	Book closure dates	Wednesday, 7 <sup>th</sup> August 2024 to Tuesday, 20 <sup>th</sup> August 2024 (both days inclusive)
9	Link for Members to update email ID (for physical Members)	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a> or send email on <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
10	Registrar and Transfer Agent - Contact details	KFin Technologies Limited Selenium Building, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 Email ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Toll Free / Phone Number: 1800 309 4001 WhatsApp Number: (91) 910 009 4099 RTA Website: <a href="https://ris.kfintech.com">https://ris.kfintech.com</a>
11	Grasim Industries Limited – Contact details	A-2 Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai 400 030 Tel: 022 2499 5000 Email: <a href="mailto:grasim.secretarial@adityabirla.com">grasim.secretarial@adityabirla.com</a>

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