



### GRASIM INDUSTRIES LIMITED

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

**CIN:** L17124MP1947PLC000410

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

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

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 74<sup>th</sup> Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held on Friday 27<sup>th</sup> August 2021 at 3.00 p.m. (IST) through video conference ('VC')/other audio-visual means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement (Standalone and Consolidated Financial Statement) of the Company for the financial year ended 31<sup>st</sup> March 2021, and the Reports of the Board and the Auditors thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended 31<sup>st</sup> March 2021.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Santrupt Misra (DIN: 00013625), who retires from office by rotation and being eligible, offers himself for re-appointment.

### 5. Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants as the Joint Statutory Auditors 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 sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022) be and is hereby appointed as one of the Joint Statutory Auditors of

the Company, for a second term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 79<sup>th</sup> Annual General Meeting of the Company, on such remuneration, exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses, as may be mutually agreed by the Board of Directors of the Company and Statutory Auditors from time to time."

### SPECIAL BUSINESS:

### 6. Re-appointment of Mr. Dilip Gaur as a Managing 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 sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded for re- appointment of Mr. Dilip Gaur (DIN: 02071393), as the Managing Director of the Company for the period and upon the following terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Dilip Gaur, as Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law:

## Notice (Contd.)

### A. Period:

One year w.e.f. 1<sup>st</sup> April 2021, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

### B. Remuneration:

- a) Basic Salary: ₹ 16,49,000/- (Rupees Sixteen Lakh Forty Nine Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (Rupees Twenty Lakh only) per month;
- b) Special Allowance: ₹ 16,90,355/- (Rupees Sixteen Lakh Ninety Thousand Three Hundred and Fifty Five only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (Rupees Twenty Lakh only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment;
- c) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 4,00,00,000/-. (Rupees Four Crore only) per annum;
- d) Long-term Incentive Compensation /Employee Stock Option / Restricted Stock Units/ Stock Appreciation Rights: As per the Plan applicable to the Senior Executives of the Company/ Aditya Birla Group, including that of any parent/ subsidiary company, as may be decided by the Board from time to time.

### C. Perquisites

- (a) Housing: Free furnished accommodation or House Rent Allowance in lieu of Company provided accommodation;
- (b) Reimbursement of expenses at actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy;

- (c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company's policy;
- (d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Policy of the Company;
- (e) Club fees: Fee of Corporate membership of one Club in India (including admission and annual membership fee);
- (f) Two cars for use of the Company's Business, as per the Company's Policy;
- (g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per the Policy of the Company;
- (h) Leave and Encashment of Leave: As per the Policy of the Company;
- (i) Personal Accident Insurance Premium: As per the Policy of the Company;
- (j) Contribution towards Provident Fund, Superannuation Fund, National Pension Scheme or Annuity Fund: As per the Policy of the Company;
- (k) Gratuity and /or contribution to the Gratuity Fund of the Company: As per the Policy of the Company;
- (l) Other Allowances/Benefits, Perquisites: Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and/ or any other allowances, perquisites as the Board may from time to time decide;
- (m) Any other one time/ periodic retirement allowances/ benefits as may be decided by the Board at the time of retirement;
- (n) In case Mr. Dilip Gaur is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits applicable to that level, will also apply to him;

- (o) Annual remuneration review is effective from 1<sup>st</sup> July each year, as per the Policy of the Company.
- D. Subject as aforesaid, the Managing Director shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Dilip Gaur, Managing Director, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under section 197, 198 read with Schedule V and other applicable provisions of the Act, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- G. Any revision/change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/ perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- H. Though considering the provisions of section 188 of the Act 2013, and the applicable rules and Schedule of the Act, Mr. Dilip Gaur would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures/Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries/ Joint Ventures/ Associates of the Company or companies promoted by the Aditya Birla Group.
- I. So long as Mr. Dilip Gaur functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation."

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated, wherein any financial year, during the period of his appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration including the perquisites and benefits, as aforesaid, shall be paid to Mr. Dilip Gaur, Managing Director in accordance with the applicable provisions of the Act

and subject to the approval of the Central Government, if required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

#### **7. Appointment of Mr. V. Chandrasekaran as an Independent 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company; Mr. V. Chandrasekaran (DIN: 03126243), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Independent Director) of the Company with effect from 24<sup>th</sup> May 2021 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect 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 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 24<sup>th</sup> May 2021 up to 23<sup>rd</sup> May 2026, not liable to retire by rotation."

#### **8. Appointment of Mr. Adesh Kumar Gupta as an Independent 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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company; Mr. Adesh Kumar Gupta

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(DIN: 00020403), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive and Independent Director) of the Company with effect from 24<sup>th</sup> May 2021 and who meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect 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 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 24<sup>th</sup> May 2021 up to 23<sup>rd</sup> May 2026, not liable to retire by rotation."

### 9. Payment of Commission to Non -Executive Directors 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 197 and 198, and other applicable provisions of the Companies Act, 2013 ('the Act'), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Non-Executive Directors of the Company (i.e., Directors other than the Managing Director and/or the Whole- time Directors) be paid, remuneration by way of commission, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding such percentage of the Net Profits as prescribed under section 197 of the Act and/or Listing Regulations and as computed in the manner laid down in section 198 of the Act, or any statutory modification(s) or re-enactment thereof for each relevant financial year commencing from 1<sup>st</sup> April 2021.

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

### 10. Ratification of the remuneration of Cost Auditors for financial year 2021-22

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration payable to the following Cost Auditors who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31<sup>st</sup> March 2022:

Name of the Cost Auditors	Division of the Company	Remuneration
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Indo Gulf Fertilisers Unit	Not exceeding ₹ 17.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses
M/s. K. G. Goyal and Associate, Cost Accountants, Jaipur (Registration No. FRN-000024)	Indo Gulf Fertilisers Unit (IGF Unit)	Not exceeding ₹ 2.00 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses to be paid on proportionate basis till divestment of IGF Unit

**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."

### 11. Ratification of the remuneration of Cost Auditors for financial year 2020-21

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

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration payable to M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611) who have been appointed as the Cost Auditors of the Company, by the Board of Directors on the recommendation of the Audit Committee, to conduct audit of cost records of all the units/ divisions of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31<sup>st</sup> March 2021 at a remuneration not exceeding ₹ 17.20 Lakh plus applicable taxes 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.”

By Order of the Board  
For Grasim Industries Limited



Sailesh Daga  
Company Secretary  
Membership No.: F4164

Place: Mumbai  
Date: 27<sup>th</sup> July 2021

## 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 the business, set out at Item Nos. 5 to 11 of the Notice, is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 6 to 11 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 ('Listing Regulations') and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through Video Conference ('VC')/ Other Audio-Visual Means ('OAVM') during the calendar year 2021, without the physical presence of Members.  
  
This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Listing Regulations; the provisions of General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April 2020; General Circular No.17/2020 dated 13<sup>th</sup> April 2020 and General circular No. 02/2021 dated 13<sup>th</sup> January 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by SEBI ('MCA and SEBI Circulars').
3. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda-456 331, Dist. Ujjain (Madhya Pradesh), India. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the

facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Members of the Company had approved the appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration no. 324982E/E300003), as one of the Joint Statutory Auditors for a period of 5 years, at the AGM of the Company held on 22<sup>nd</sup> September 2017, to hold office upto 75<sup>th</sup> AGM of the Company. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from 7<sup>th</sup> May 2018, it is no longer necessary to seek the ratification of the members for continuance of the above appointment. Hence, the Company is not seeking the ratification of the members for the appointment of the Statutory Auditors.

At the AGM of the Company held on 23<sup>rd</sup> September 2016, Members of the Company had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration no. 101248W/W-100022) as one of the Joint Statutory Auditors for a period of 5 years, to hold office upto 74<sup>th</sup> AGM of the Company. Accordingly, M/s. B S R & Co. LLP are due to retire at the ensuing 74<sup>th</sup> AGM. The necessary resolution for re-appointment of M/s. B S R & Co. LLP as one of the Joint Statutory Auditors for a second term of 5 consecutive years has been incorporated in this AGM Notice.

7. KFin Technologies Private Limited ('KFinTech'), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC/OAVM and e-voting (Insta Poll) during the AGM.
8. In terms of the provisions of section 152 of the Act, Mr. Kumar Mangalam Birla and Dr. Sanrupt Misra, Directors are liable to retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
9. Details of Directors seeking appointment/re-appointment /retiring by rotation at this Meeting are provided in the "Annexure" to the Notice.
10. **Dispatch of Annual Report through electronic mode**
  - i. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2020-21 is being sent only through electronic mode to those Members whose email ID are registered with KFinTech/Depositories. Members may note that the Notice and Annual Report for the FY 2020-21 will be available on the Company's website

[www.grasim.com](http://www.grasim.com), website of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.

- ii. Members who have still not registered their email ID are requested to update at the earliest:
  - a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company are requested to register/update their email ID with KFinTech by sending requests at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), with details of folio number and attaching a self-attested copy of PAN card or by logging onto <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - b) Members holding shares in dematerialised mode are requested to register/update their email ID with the relevant Depository Participants.
- iii. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website, [www.grasim.com](http://www.grasim.com).

## 11. Procedure for Inspection of Documents

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

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

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

## 12. 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 by the Companies (Management and Administration)

Amendment rules, 2015 and regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services facilitated by KFinTech. The Members may cast their votes remotely, using an electronic voting system ('remote e-voting') on the dates mentioned herein below.





- 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 EVEN, i.e., through remote e-voting or e-voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- iv. The remote e-voting period commences on Tuesday, 24<sup>th</sup> August 2021 (9.00 a.m. IST) and ends on Thursday, 26<sup>th</sup> August 2021 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 20<sup>th</sup> August 2021, i.e., cut-off date, may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently.
- v. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- vi. Mr. Ashish Garg, Practicing Company Secretary (FCS 5181 & C.P. No. 4423) and failing him Mr. Avinash Bagul (FCS 5578 & C.P. No. 19862), partner BNP & Associates, Company Secretaries have been appointed as the Scrutiniser to scrutinise the e-voting (Insta Poll) during the AGM and remote e-voting process in a fair and transparent manner.

## Notice (Contd.)

### 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 Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- viii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-Voting facility provided by 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 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 of 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 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 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>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services of NSD <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer website or on a mobile.</li> <li>ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</li> <li>iv. Click on company name i.e. 'Grasim Industries Limited' or ESP i.e. KFinTech.</li> <li>v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period and voting during the AGM.</li> </ul> <p><b>2. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select 'Register Online Ideas for IDeAS Portal' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>iv. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on Company name i.e 'Grasim Industries Limited' or ESP name i.e KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.</li> <li>viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>



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

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

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

**(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email 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".

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- 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Grasim Industries Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (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), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address registered and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email 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 meeting. 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. Member 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 AGM through VC/ OAVM shall open atleast 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, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be 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 served basis.

Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first come first served basis.

- vi. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- vii. 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.
- viii. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/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/authorization shall be sent to the Scrutiniser by email through its registered email 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**

- ix. Members holding shares as on the cut-off date and who would like to express their views or ask questions during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Monday, 23<sup>rd</sup> August 2021 (9.00 a.m. IST) to Wednesday, 25<sup>th</sup> August 2021 (5.00 p.m. IST). Only those members who are registered as Speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- x. Alternatively, members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window will be closed on Wednesday, 25<sup>th</sup> August 2021 (5.00 p.m. IST).
- xi. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, 25<sup>th</sup> August 2021 through email 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, Senior Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No. 1800 309 4001.
- b. In case a person has become a Member of the Company after dispatch of 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:

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- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
  1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
  2. Example for CDSL:  
MYEPWD <SPACE>1402345612345678
  3. Example for Physical:  
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 email 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.

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

- i. Facility to cast vote through e-voting (Insta Poll) at AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at the Meeting.
- ii. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM.
- iii. The procedure for e-voting (Insta Poll) during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting (Insta Poll) during the AGM is integrated

with the VC/OAVM platform and no separate login is required for the same.

### Results of remote e-voting and e-voting (Insta Poll) at the AGM

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The 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 website of the Company: [www.grasim.com](http://www.grasim.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

### 14. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14<sup>th</sup> August 2021 to Friday, 27<sup>th</sup> August 2021 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members at the AGM.

### 15. Dividend related Information

- i. Subject to the provisions of the Act, dividend as recommended by the Board and subject to deduction of tax at source, if approved at the Meeting, will be paid to those Members or their mandates, whose names are registered in the Company's Register of Members:
  - a) as Beneficial Owners as at the end of the business hours on Friday, 13<sup>th</sup> August 2021 as per the list 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, after giving effect to valid request(s) of transfer of shares in physical form (re-lodgment cases i.e. requests for transfer(s) which were received prior to 1<sup>st</sup> April 2019 and returned due to deficiency in the documents) lodged with the Company/ KFinTech on or before Friday, 13<sup>th</sup> August, 2021.
  - c) equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme-2006, Employee Stock

Option Scheme-2013, before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive dividend, if approved at the Meeting.

- ii. In terms of the provisions of the Income Tax Act, 1961, dividend shall be taxed in the hands of Members at applicable rates of tax. The Company has by email dated 22<sup>nd</sup> June 2021, informed Members about the deduction of tax at source on dividend, a copy of which is also uploaded on the website of the Company viz. <https://www.grasim.com/investors/tds-on-dividend>. Members are requested to refer to the same for further details.
- iii.
  - a) The Company will make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ('ECS')/National Electronic Clearing Service ('NECS').
  - b) In case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant to such Member by post.
  - c) Members are advised to avail the facility for receipt of dividend through ECS. Members holding shares in dematerialised mode are requested to contact their respective Depository Participants ('DPs') for availing ECS facility/updating their bank account details. Members holding shares in physical form are requested to download the ECS mandate form from the website of the Company at [https://www.grasim.com/upload/pdf/ECS\\_mandate\\_form\\_new01.pdf](https://www.grasim.com/upload/pdf/ECS_mandate_form_new01.pdf), and send the duly filled in form, along with a photo copy of a cancelled cheque, to the Company's RTA i.e. KFinTech.
  - i. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company's RTA under the signature of the Sole/First Joint holder, the following information, so that the bank account number, and name and address of the bank can be printed on dividend warrants:
    - 1) Name of the Sole/First Joint holder and Folio No.
    - 2) Particulars of the bank account, viz.:
      - i) Name of Bank
      - ii) Name of the branch with IFS Code,
      - iii) Complete address of the bank with Pin Code Number,
      - iv) Account type, whether savings (SB) or current account (CA), and
      - v) Bank account number allotted by the bank
  - ii. Members are requested to contact KFinTech for encashing the unclaimed dividend. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company, <https://www.grasim.com/investors/unpaid-and-unclaimed-dividend-iepf>.
  - d) The Listing Regulations provides for companies to use any of the approved electronic payment facility such as ECS, NECS or RTGS etc. for making payments to Members. The Company or KFinTech is required to maintain bank details of their Members as follows:
    - for Members holding securities in dematerialised form, the Company shall seek relevant bank details from the Depositories.
    - for Members holding securities in physical mode, the Company shall maintain updated bank details from their end.

## 16. IEPF related Information

Pursuant to section 124 and other applicable provisions, if any, of the Act, all dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to Investor Education and Protection Fund ('IEPF'), established by the Central Government. Accordingly, unpaid and unclaimed dividend for the financial year 2012-13, has been transferred to 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 the DEMAT Account opened by the IEPF Authority, pursuant to the IEPF rules.

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In compliance with the aforesaid rules, the Company has transferred equity shares pertaining to the FY 2012-13 to the DEMAT Account of the IEPF Authority, after providing necessary intimations to the relevant members. Details of unpaid/unclaimed dividend and equity shares for the FY 2012-13 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 and the DEMAT Account of the IEPF Authority, respectively. Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF rules.

Members, who have so far not encashed the dividend warrant(s) for the FY 2013-14, are requested to make their claims to the Company's RTA on or before 12<sup>th</sup> October 2021, failing which the unpaid/unclaimed dividend and the equity shares relating thereto for FY 2013-14 will be transferred to the IEPF. The Company, in compliance with the aforesaid IEPF rules, and the Company has sent individual notices to those members whose shares are liable to be transferred to Demat account of the IEPF Authority and has also published notice in the newspapers. The Company has also uploaded full details of such unclaimed/unpaid dividend and the related shares due for transfer on the website of the Company, <https://www.grasim.com/investors/unpaid-and-unclaimed-dividend-iepf>. Members are requested to verify the details and lodge their claims with the Company to avoid transfer of dividend and related shares to IEPF Account.

### 17. 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 to the Company's Registrar and Transfer Agent ('RTA').

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or KFinTech in the following cases viz. deletion of name, transmission of shares and transposition of shares.

- 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 Listing Regulations, with effect from 1<sup>st</sup> April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.
- v. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.
- vi. Members may utilise the facility extended by the 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/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFinTech, dividend status and send requests for change of address, change/update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.
- viii. As per the provisions of section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members

holding shares in physical form may obtain the Nomination Form from the Company's RTA or can download the form from the Company's website, viz., [https://www.grasim.com/upload/pdf/nomination\\_form\\_new01.pdf](https://www.grasim.com/upload/pdf/nomination_form_new01.pdf). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

- ix. Non-resident Indian Members are requested to inform the Company or 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 number with DP ID number, as the case may be.

- x. Members who are holding shares in identical order of names in more than one folio are requested to consider consolidating the different folios into one. Post consolidation, the number of shares would remain the same.

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

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

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

It is also recommended that Members consider migrating their shareholding to the electronic mode.

## Notice (Contd.)

### ANNEXURE TO THE NOTICE

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

##### **Item No. 5**

M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Registration No.:101248W/W-100022) ('BSR') were appointed as one of the Joint Statutory Auditors of the Company by the Members at the 69<sup>th</sup> Annual General Meeting ('AGM') held on 23<sup>rd</sup> September 2016 to hold office from the conclusion of the 69<sup>th</sup> AGM till the conclusion of the 74<sup>th</sup> AGM of the Company to be held in the calendar year 2021.

Accordingly, the present term of BSR gets completed on conclusion of the ensuing AGM. BSR are eligible for re-appointment for a second term of five years in terms of the provisions of section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014. The Company has received eligibility letter from BSR confirming that their appointment will be in accordance with the provisions of section 139 of the Act.

BSR was constituted on 27<sup>th</sup> March 1990 as a partnership firm and converted into a limited liability partnership on 14<sup>th</sup> October 2013. BSR is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India ('ICAI'), and has a pan-India presence with over 159 Partners and Directors in Audit and over 3,900 professionals experienced in Ind AS, Indian GAAP (erstwhile), IFRS and US GAAP. BSR audits various private entities and companies listed on stock exchanges in India across industrial, consumer, financial, technology and infrastructure sectors.

The Audit Committee having considered various parameters like capability to serve a large organisation with multiple manufacturing locations as that of the Company; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re-appointment of BSR to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

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

The Board accordingly recommends the the Ordinary Resolution set out at item no. 5 of this Notice for your approval.

##### **Item No. 6**

Mr. Dilip Gaur (DIN: 02071393), was appointed as the Managing Director of the Company for a period of 5 years, with effect from 1<sup>st</sup> April 2016 to hold office upto 31<sup>st</sup> March 2021.

Basis recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 12<sup>th</sup> February 2021, subject to the approval of the members, re-appointed Mr. Dilip Gaur as the Managing Director of the Company for a period of 1 year with effect from 1<sup>st</sup> April, 2021, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

##### **Brief Profile of Mr. Dilip Gaur**

Mr. Dilip Gaur is the Managing Director of the Company & Business Director of the Aditya Birla Group's, Global Pulp & Fibre Business. He is also Director of Aditya Birla Management Corporation Private Limited, the apex corporate body that provides strategic direction and vision to the Group Companies.

Mr. Gaur is the current Chairman of CII's National Committee on Textiles & Apparel, a member of ASEAN- INDIA Economic Forum, Indonesia-India and Indo-Japan CEO's forum.

Prior to his current assignment, he has done stints within Aditya Birla Group with UltraTech Cement Ltd. as Deputy Managing Director & Chief Manufacturing Officer, with Hindalco as Head of Global Copper Business, with Birla Carbon as Managing Director of the Egyptian business and as President & Country Head of Group's Edible Oil & Oleo Chemicals business in Malaysia/Philippines.

Mr. Gaur joined Aditya Birla Group in 2004 after spending 24 years at Hindustan Unilever Ltd in Foods, HPC & Specialty Chemicals Business. He was a member of the Foods Management Committee.

Mr. Gaur is a Chemical Engineer by training and has undergone several National & International programmes in Management & Leadership Development including AMP at Harvard. He has spent best part of his professional career in managing transformational changes and turning around fledgling businesses across geographies. He enjoys working in a multi-cultural global business environment, is a firm believer in the Power of 'Teams' and extremely passionate about sustainability, climate control and circular economy agenda.

The remuneration and other terms and conditions of Mr. Gaur's appointment as the Managing Director of the Company as set out in the resolution are subject to your approval. Mr. Dilip Gaur is a member of the following statutory committees of the Board of Directors viz. Audit Committee, Risk Management &



Sustainability Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee.

Taking into account the quality of experience, overseas exposure, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment, the Board recommends re-appointment of Mr. Dilip Gaur as the Managing Director of the Company, for a period of 1 year, w.e.f. 1<sup>st</sup> April 2021, on the terms as to remuneration and otherwise as set out in the Resolution at the Item No. 6.

Mr. Dilip Gaur is not related to any Director of the Company. The disclosure relating to Mr. Dilip Gaur, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out as an Annexure to the Notice.

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

Except Mr. Dilip Gaur and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 6 of the Notice.

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

As recommended by the Nomination and Remuneration Committee and pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act'), and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors, at its meeting held on 24<sup>th</sup> May 2021 appointed Mr. V. Chandrasekaran (DIN: 03126243) as an Additional Director (Non-Executive and Independent Director) of the Company for a term of five (5) consecutive years, with effect from 24<sup>th</sup> May 2021, not liable to retire by rotation, subject to the approval of the Members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. V. Chandrasekaran holds office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. The Company has received a notice from a Member in terms of the provisions of section 160 of the Act, signifying his intention to propose the appointment of Mr. Chandrasekaran as a Director of the Company.

Mr. V. Chandrasekaran has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of section 164 of the Act.

The Company has received a declaration from Mr. V. Chandrasekaran confirming that he fulfils the criteria of

independence as prescribed under section 149 (6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. V. Chandrasekaran is eligible to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. V. Chandrasekaran fulfils the conditions specified in the Act, the rules made thereunder and the Listing Regulations for being appointed as an Independent Director, and is independent of the Management.

#### **Brief profile of Mr. V. Chandrasekaran**

Mr. V. Chandrasekaran, aged 63 years, is a qualified Chartered Accountant and retired Executive Director (Investment) of LIC of India. He has more than 3 decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment, with adequate exposure to a gamut of Investments. He is involved in Investment decision making processes, Investment Monitoring & Accounting and Investment Research and Risk Management. He serves as an Independent Director on the Board of various companies like Tamilnadu Newsprint & Papers Limited, Tata Investment Corporation Limited, etc.

Mr. V. Chandrasekaran is not related to any other Director of the Company. The disclosures relating to Mr. V. Chandrasekaran as required under the provisions of Listing Regulations and Secretarial Standards on General Meetings, are set out as an Annexure to the Notice. Considering his vast experience and knowledge in diverse areas, the Board recommends the resolution, pertaining to the appointment of Mr. V. Chandrasekaran as an Independent Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

A copy of the letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at <https://www.grasim.com/investors/corporate-governance>.

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

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

As recommended by the Nomination and Remuneration Committee and pursuant to the provisions of sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act'), and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors, at its meeting held on 24<sup>th</sup> May 2021 appointed Mr. Adesh Kumar Gupta (DIN: 00020403) as an Additional Director (Non-Executive and Independent

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Director) of the Company for a term of five (5) consecutive years, with effect from 24<sup>th</sup> May 2021, not liable to retire by rotation, subject to the approval of the Members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Adesh Kumar Gupta holds office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director of the Company. The Company has received a notice from a Member in terms of the provisions of section 160 of the Act, signifying his intention to propose the appointment of Mr. Gupta as a Director of the Company.

Mr. Adesh Kumar Gupta has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of section 164 of the Act.

The Company has received a declaration from Mr. Adesh Kumar Gupta confirming that he fulfils the criteria of independence as prescribed under section 149 (6) of the Act and regulation 16(1) (b) of the Listing Regulations.

Mr. Adesh Kumar Gupta is eligible to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. Adesh Kumar Gupta fulfils the conditions specified in the Act, the rules made thereunder and the Listing Regulations for being appointed as an Independent Director, and is independent of the Management

### **Brief profile of Mr. Adesh Kumar Gupta**

Mr. Adesh Kumar Gupta, aged 64 years, is a qualified Chartered Accountant and a Company Secretary. Mr. Gupta is also an Insolvency Professional registered under Insolvency and Bankruptcy Code. He has over 36 years of vast experience in the field of finance and general management. He has sound knowledge of finance and relevant industry. He serves as an Independent Director on the Board of various companies like Zee Entertainment Enterprises Limited, Vinati Organics Limited, CARE Ratings Limited etc. He was the former Whole Time Director & CFO of the Company till 30<sup>th</sup> June 2015. He was recognised as Best CFO by the Institute of Chartered Accountants, IMA, Business Today. He is Ex Member NACAS as representative of FICCI. NACAS was a statutory organisation constituted by Government of India for setting up Accounting Standards.

Mr. Adesh Kumar Gupta is not related to any other Director of the Company. The disclosures relating to Mr. Adesh Kumar Gupta as required under the provisions of Listing Regulations and Secretarial Standards on General Meetings, are set out as an Annexure to the Notice. Considering his vast experience and knowledge in diverse areas, the Board recommends the Resolution, pertaining to the appointment of Mr. Adesh Kumar

Gupta as an Independent Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

A copy of the letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at <https://www.grasim.com/investors/corporate-governance>.

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

### **Item No. 9**

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

In view of sections 197 and 198, and other relevant provisions of the Companies Act, 2013, regulation 17(6) of Securities and Exchange Board of India ('Listing Obligations and Disclosure Requirements') Regulation, 2015 ('Listing Regulations'), and taking into account the roles and responsibilities of the directors, it is proposed that the remuneration by way of commission be continued to be paid to the Non-Executive Directors of the Company, of a sum not exceeding such percentage of net profits of the Company, as may be permissible from time to time, calculated in accordance with the provisions of the Companies Act, 2013, for each relevant financial year commencing from 1<sup>st</sup> April 2021 subject to provisions of Companies Act, 2013 and Listing Regulations. The quantum of remuneration payable to each of the Non-Executive Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, and considering attendance, type of meeting, preparations required, etc. This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose, whatsoever, as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

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

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

#### Item No. 10

The Board of Directors at its Meeting held on 24<sup>th</sup> May 2021, based on the recommendation of the Audit Committee, had approved the appointment of the following Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2022:

Name of the Cost Auditors	Division of the Company
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Viscose Filament Yarn - Century Rayon Division and Indo Gulf Fertilisers
M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN-104041)	Viscose Filament Yarn – Century Rayon Division
M/s. K. G. Goyal and Associate, Cost Accountants, (Registration No. FRN-000024)	Indo Gulf Fertilisers Unit (IGF Unit)

Due to sudden demise of Mr. M.R. Dudani, proprietor of M/s. M.R. Dudani & Co., the Board of Directors, based on recommendations of the Audit Committee appointed one of the existing Cost Auditor viz. M/s. D.C. Dave & Co., Cost Accountants as the Cost Auditor for Viscose Filament Yarn – Century Rayon division. With this M/s. D.C. Dave & Co., Cost Accountants will act as the Cost Auditor for all the divisions of the Company except Indo Gulf Fertilisers Unit for FY 2021-22.

The details of appointment and remuneration of the Cost Auditors as approved by the Board of Directors vide its resolution dated 27<sup>th</sup> July 2021 for FY 2021-22, based on the recommendation of the Audit Committee is as under:

Name of the Cost Auditors	Division of the Company	Remuneration
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Indo Gulf Fertilisers	Not exceeding ₹ 17.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses
M/s. K. G. Goyal and Associate, Cost Accountants, (Registration No. FRN-000024)	Indo Gulf Fertilisers Unit (IGF Unit)	Not exceeding ₹ 2.00 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses to be paid on proportionate basis till divestment of IGF Unit

The Board's Report for the financial year ended 31<sup>st</sup> March 2021 was adopted by the Board at its meeting held on 24<sup>th</sup> May 2021, and as Mr. M.R. Dudani passed away subsequent to adoption of the Board's Report by the Board, the above mentioned changes in the appointment of the Cost Auditors for FY 2021-22 are not reflected in the Board's Report.

In accordance with the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors, as mentioned above, for the financial year ending 31<sup>st</sup> March 2022.

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

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

#### Item No. 11

At the Annual General Meeting held on 14<sup>th</sup> September 2020, the members had ratified the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the financial year ending 31<sup>st</sup> March 2021 as under:

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

Mr. M.R. Dudani, proprietor of M/s. M.R. Dudani & Co., Cost Accountants, who was appointed as the Cost Auditor for Viscose Filament Yarn – Century Rayon division passed away before submission of the Cost Audit Report for Viscose Filament Yarn – Century Rayon division for FY 2020-21.

Accordingly, the Board of Directors, based on recommendations of the Audit Committee appointed one of the existing Cost Auditor viz. M/s. D.C. Dave & Co., Cost Accountants as the Cost Auditor for Viscose Filament Yarn – Century Rayon division for FY 2020-21. With this M/s. D.C. Dave & Co., Cost Accountants were appointed as the Cost Auditor for all the units/divisions of

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the Company for FY 2020-21 at a remuneration not exceeding ₹ 17.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses.

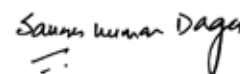
In view of the above, the resolution passed at the Annual General Meeting held on 14<sup>th</sup> September 2020, stands modified to that extent.

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

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 11 of the Notice.

By Order of the Board  
For Grasim Industries Limited



Sailesh Daga  
Company Secretary  
Membership No.: F4164

Place: Mumbai  
Date: 27<sup>th</sup> July 2021

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

Name of the Director	Mr. Kumar Mangalam Birla	Dr. Sanjiv Misra	Mr. Dilip Gaur	Mr. V. Chandrasekaran	Mr. Adesh Kumar Gupta
<b>Date of Birth/Age</b>	14.06.1967/ 54 years	15.08.1965/ 55 years	20.05.1957/ 64 years	11.10.1957/ 63 years	11.09.1956/ 64 years
<b>Date of First Appointment</b>	14.10.1992	13.06.2020	01.04.2016	24.05.2021	24.05.2021
<b>Expertise in specific functional areas</b>	Industrialist	Human Resource Development and Personnel Management and General Management	Company Executive	Insurance & Investment	General Management
<b>Qualification(s)</b>	Chartered Accountant and MBA from the London Business School	<ul style="list-style-type: none"> <li>Post graduate degrees in: <ul style="list-style-type: none"> <li>Political Science and</li> <li>Personnel Management &amp; Industrial Relations</li> </ul> </li> <li>PhDs in: <ul style="list-style-type: none"> <li>Public Administration from India and</li> <li>Industrial Relations from U.K.</li> </ul> </li> <li>Honorary D.Sc degree from Aston University, U.K.</li> <li>Fellow of the National Academy of Human Resources (NAHR), USA</li> <li>Hon. Fellow of the Coaching Federation of India</li> <li>Fellow of Eisenhower</li> <li>Fellow of Aston Business School</li> <li>Fellow of AIMA</li> <li>Commonwealth Scholar</li> </ul>	BE Chemical, AMP Harvard Business School	Chartered Accountant	Chartered Accountant, Company Secretary and Insolvency Professional registered under Insolvency and Bankruptcy Code
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Managing Director re-appointed for a period of one year w.e.f. 1 <sup>st</sup> April 2021	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation
<b>Remuneration last drawn (₹)</b>	4.30 lakh	15.60 lakh	845.24 lakh	Not Applicable	Not Applicable
<b>Remuneration proposed to be paid</b>	Sitting fees and Commission as may be recommended by the Board*	Sitting fees and Commission as may be recommended by the Board	As per the terms of appointment	Sitting fees and Commission as may be recommended by the Board	Sitting fees and Commission as may be recommended by the Board
<b>Shareholding in the Company</b>	11,76,713*	-	35,995	85	1,00,950*
<b>Number of Board meetings attended during FY 2020-21</b>	7	6	7	Not Applicable	Not Applicable

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Name of the Director	Mr. Kumar Mangalam Birla	Dr. Santrupt Misra	Mr. Dilip Gaur	Mr. V. Chandrasekaran	Mr. Adesh Kumar Gupta
<b>List of outside Company Directorships held in Indian Public Limited Companies</b>	<ol style="list-style-type: none"> <li>Vodafone Idea Limited</li> <li>Aditya Birla Capital Limited</li> <li>Century Textiles and Industries Limited</li> <li>Hindalco Industries Limited</li> <li>UltraTech Cement Limited</li> <li>Aditya Birla Fashion and Retail Limited</li> <li>Aditya Birla Sun Life AMC Limited</li> <li>Aditya Birla Sun Life Insurance Company Limited</li> <li>Air India Limited</li> </ol>	<ol style="list-style-type: none"> <li>Aditya Birla Capital Limited</li> <li>Birla Management Centre Services Limited</li> </ol>	-	<ol style="list-style-type: none"> <li>Tamilnadu Newsprint &amp; Papers Limited</li> <li>Care Ratings Limited</li> <li>Tata Investment Corporation Limited</li> <li>Aditya Birla Renewables SPV 1 Limited</li> <li>Aditya Birla Housing Finance Limited</li> <li>Tata Asset Management Limited</li> <li>Aseem Infrastructure Finance Limited</li> </ol>	<ol style="list-style-type: none"> <li>Vinati Organics Limited</li> <li>Care Ratings Limited</li> <li>Zee Entertainment Enterprises Limited</li> <li>India Pesticides Limited</li> <li>Navi AMC Limited</li> <li>Anand Rathi Global Finance Limited</li> <li>Aditya Birla Insurance Brokers Limited</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	-	-	<ol style="list-style-type: none"> <li>Audit Committee (Member)</li> <li>Stakeholders' Relationship Committee (Member)</li> </ol>	<ol style="list-style-type: none"> <li>Audit Committee (Member)</li> </ol>	-
<b>Chairman/Member of the Committees of the Board of Directors of other Public Limited Companies in which he/she is a Director</b>	-	-	-	-	-
<b>a. Audit Committee</b>	-	-	-	<ol style="list-style-type: none"> <li>Aditya Birla Renewables SPV Limited (Chairman)</li> <li>Aseem Infrastructure Finance Limited (Chairman)</li> <li>Tamilnadu Newsprint &amp; Papers Limited (Chairman)</li> <li>Aditya Birla Housing Finance Limited (Chairman)</li> </ol>	<ol style="list-style-type: none"> <li>Vinati Organics Limited (Member)</li> <li>Zee Entertainment Enterprises Limited (Member)</li> <li>Navi AMC Limited (Chairman)</li> <li>Care Ratings Limited (Chairman)</li> <li>India Pesticides Limited (Member)</li> <li>Anand Rathi Global Finance Limited (Member)</li> <li>India Pesticides Limited (Member)</li> </ol>
<b>b. Stakeholders' Relationship Committee</b>	-	<ol style="list-style-type: none"> <li>Aditya Birla Capital Limited (Member)</li> </ol>	-	-	<ol style="list-style-type: none"> <li>India Pesticides Limited (Member)</li> </ol>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Son of Mrs. Rajashree Birla, Director	-	-	-	-

\*Mr. Kumar Mangalam Birla has expressed his desire of not receiving any commission from the Company.

\*Includes shares held by HUF

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

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

<b>Sr. No</b>	<b>Particulars</b>	<b>Details of access</b>
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: Monday, 23 <sup>rd</sup> August 2021 (9:00 a.m. IST) to Wednesday, 25 <sup>th</sup> August 2021 (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 Wednesday, 25 <sup>th</sup> August 2021 (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 Private Limited at 1800 309 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 Contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 2305 8738 or 022 2305 8542-43
6	Cut-off date for e-voting	Friday, 20 <sup>th</sup> August 2021
7	Time period for remote e-voting	Commences on Tuesday, 24 <sup>th</sup> August 2021 (9.00 a.m. IST) and ends on Thursday, 26 <sup>th</sup> August 2021 (5.00 p.m. IST)
8	Book closure dates	Saturday 14 <sup>th</sup> August 2021 to Friday 27 <sup>th</sup> August 2021 (both days inclusive)
9	Link for Members to update email ID (for physical shareholders)	<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:inward.ris@kfintech.com">inward.ris@kfintech.com</a>
10	Registrar and Transfer Agent - Contact details	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Telangana, India Tel: 1800 309 4001 <a href="http://www.kfintech.com">www.kfintech.com</a>
11	Grasim Industries Limited – Contact details	A-2 Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400 030 Tel: 022 2499 5000 Email: <a href="mailto:grasim.secretarial@adityabirla.com">grasim.secretarial@adityabirla.com</a>

