



## GRASIM INDUSTRIES LIMITED

(CIN: L17124MP1947PLC000410)

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

### POSTAL BALLOT NOTICE

Commencement of Remote e-voting	End of Remote e-voting
Monday, 20 <sup>th</sup> February 2023 (9.00 a.m. IST)	Tuesday, 21 <sup>st</sup> March 2023 (5.00 p.m. IST)

To

The Members,

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

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

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

#### SPECIAL BUSINESS:

##### 1. Appointment of Ms. Ananyashree Birla (DIN: 06625036) as a Non-Executive Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Ms. Ananyashree Birla (DIN: 06625036) by the Board of Directors of the Company as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from 6<sup>th</sup> February 2023, be and is hereby approved as a Director of the Company, whose office shall be liable to retire by rotation.

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

**2. Appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) as a Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Aryaman Vikram Birla (DIN: 08456879) by the Board of Directors of the Company as an Additional Director (Non-Executive Director) of the Company in terms of Section 161 of the Act with effect from 6<sup>th</sup> February 2023, be and is hereby approved as a Director of the Company, whose office shall be liable to retire by rotation.

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

**3. Appointment of Mr. Yazdi Piroj Dandiwalā (DIN: 01055000) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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 regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Yazdi Piroj Dandiwalā (DIN: 01055000) by the Board of Directors of the Company as an Additional Director (Independent Director) of the Company in terms of Section 161 of the Act with effect from 6<sup>th</sup> February 2023 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 SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby approved as an Independent Director of the Company for a term of five consecutive years commencing from 6<sup>th</sup> February 2023 up to 5<sup>th</sup> February 2028 (both days inclusive), not liable to retire by rotation.

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

**4. Material Related Party Transactions with Hindalco Industries Limited**

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

**“RESOLVED THAT** pursuant to Section 2(76) of the Companies Act, 2013 (‘the Act’), Regulation 2(1)(zb) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and other applicable provisions under the Act, SEBI Listing Regulations and rules made thereunder, if any, each as amended from time to time and the Company’s Policy on the Related Party Transactions, basis the recommendation and approval of the Audit Committee and the Board of Directors of Grasim Industries Limited (‘the Company’), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into/continue the contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Hindalco Industries Limited (‘Hindalco’), a related party of the Company on such terms and conditions as may be agreed between the Company and Hindalco, for

an aggregate value of up to ₹ 1,200 Crore (Rupees Twelve Hundred Crore Only) entered into/to be entered during the FY 2022-23, as per details provided in the explanatory statement, subject to such contract(s)/arrangement(s)/transaction(s) being at arm's length and in the ordinary course of business of the Company.

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

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

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

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

Sailesh Kumar Daga  
Company Secretary  
FCS - 4164

Place: Mumbai

Date: 17<sup>th</sup> February 2023

#### **NOTES:**

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

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

In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Wednesday, 15<sup>th</sup> February 2023, (**the 'cut-off date'**) and whose e-mail IDs are registered with the Company/ Depositories. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to the Registrar and Share Transfer Agent of the Company (RTA) i.e., KFin Technologies Limited ('KFinTech') hereunder.

Members may note that the Notice will be available on the Company's website [www.grasim.com](http://www.grasim.com), website of the Stock Exchanges i.e. BSE Limited and 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>.

## B. Registration of e-mail ID

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

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

### **KFin Technologies Limited**

Unit: Grasim Industries Limited  
Selenium Tower B, Plot 31-32,  
Financial District, Nanakramguda,  
Serilingampally, Rangareddi,  
Hyderabad 500 032  
Telangana, India

The format of Form ISR-1 is available on the website of KFinTech at [https://ris.kfintech.com/client\\_services/isc/](https://ris.kfintech.com/client_services/isc/) and on the website of the Company at <https://www.grasim.com/investors/investors-forms>. Further, the Company had dispatched Form ISR – 1 to all the physical holders in the month of December 2021 and recently the same was again dispatched in the month of February 2023.

- b) Members holding shares in dematerialised mode are requested to register / update their e-mail IDs with the Depository Participant(s) (DPs) with whom they maintain their demat accounts.
- c) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.
- C. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date i.e., Wednesday, 15<sup>th</sup> February 2023 is eligible to cast their votes on the resolutions set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

## 4. Instructions for remote e-voting

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





Commencement of Remote e-voting	End of Remote e-voting
Monday, 20 <sup>th</sup> February 2023 (9.00 a.m. IST)	Tuesday, 21 <sup>st</sup> March 2023 (5.00 p.m. IST)

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

- iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Wednesday, 15<sup>th</sup> February 2023, i.e., cut-off date, may cast their vote by remote e-voting. Members cannot exercise votes by proxy on Postal Ballot.

- v. 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 failing him Mr. K. Venkataraman (ACS 8897 & C.P. No. 12459), Partner, BNP & Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
  - 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 entities, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - 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.
  - The process and manner of remote e-voting is explained below:
    - Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
    - Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
- I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p><b>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer website or on a mobile.</li> <li>On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on company name i.e., 'Grasim Industries Limited' or ESP i.e., KFinTech.</li> <li>Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period.</li> </ol> <p><b>2. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select 'Register Online Ideas for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ul style="list-style-type: none"> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e., the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on Company name i.e., 'Grasim Industries Limited' or ESP name i.e., KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access to Securities Information ('Easi / Easiest') facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System MyEasi</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul>



	<b>3. Alternatively, by directly accessing the e-voting website of CDSL</b> <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 e-mail ID 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 DPs	<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 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

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

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

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Grasim Industries Limited' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolutions.
5. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorised by the Chairperson) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairperson or any other person duly authorised by Chairperson, on or before Thursday, 23<sup>rd</sup> March 2023. These results will also be displayed along with the Scrutinizer Report on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company at [www.grasim.com](http://www.grasim.com), website of KFinTech at <https://evoting.kfintech.com> and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.
  6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 21<sup>st</sup> March 2023 i.e. the last date specified for receipt of votes through the remote e-voting process.
  7. All relevant documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).
  8. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.



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

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

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

### Item No. 1

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6<sup>th</sup> February 2023 has appointed Ms. Ananyashree Birla (DIN: 06625036) as an Additional Director (Non-Executive Director) of the Company with effect from 6<sup>th</sup> February 2023 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Ananyashree Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

### **Brief profile of Ms. Ananyashree Birla**

- Ms. Ananyashree Birla is a multi-hyphenate, a platinum selling artist and a successful business woman. Ms. Ananyashree Birla has graced the cover of Forbes magazine, Vogue India and Business World 40U40. She has also been felicitated by Ketto India as a Young Changemaker, AISEC Youth Leadership award, CNBC Young Businessperson, Forbes Tycoons of Tomorrow, GQ's Most Influential Young Indians, Miss Vogue's 28 Geniuses under 28, and Forbes Women to Watch - amongst others.
- Her first company, Svatantra Microfin Private Limited ('Svatantra') founded at the age of 17 is amongst India's fastest growing MFI's. It has crossed an AUM of 1 billion USD and has grown at a CAGR of 120% (2015-2022). With over 7,000 employees, it has consistently been accorded a Great Place To Work. With a CRISIL A+ rating, Svatantra is the youngest, highest rated organization in the sector. Svatantra successfully acquired Micro Housing Finance Corporation Limited in 2018. Her innovation across the business has resulted in a number of firsts in the industry and solidified Svatantra's position as an industry leader in financial services. She is also the founder of design-led home decor brand Ikai Asai. On the social front, she has co-founded Mpower and advocates the need for conversations around mental health in India. She is also the founder of the Ananya Birla Foundation that does pioneering research in mental health and social impact.
- Ms. Ananyashree Birla's efforts with building rural development, financial inclusion and encouraging women entrepreneurship in deep rural India have been recognised and felicitated by various Government entities such as Hon'ble Prime Minister of India - Shri Narendra Modi at Champions of Change, an event organized by the National Institution for Transforming India (NITI Aayog). Ms. Ananyashree Birla was also conferred by the Hon'ble Chief Minister of Maharashtra, Shri Devendra Fadnavis for her role in empowering rural Indian women and pioneering 100% cashless disbursement since the beginning. She was presented with Kamala Rising Star Award by Hon'ble Governor of Maharashtra Shri Bhagat Singh Koshiyari in April 2022.
- Ms. Ananyashree Birla serves as a Director on the Board of various companies like Svatantra Microfin Private Limited, Svatantra Online Services Private Limited, Antimatter Media Private Limited, Talk and Cheese Private Limited, Aditya Birla New Age Private Limited, Aditya Birla Management Corporation Private Limited (*the apex body that provides strategic direction to the Aditya Birla Group's businesses*), Svatantra Micro Housing Finance Corporation Limited, Aditya Birla Fashion and Retail Limited (*Listed entity*). She is also Director of Ananya Birla Foundation and IKAI ASAI Foundation, which is a Section 8 Company under the Act.

Appointment of Ms. Ananyashree Birla would be in the best interest of the Company taking into consideration her knowledge, background and expertise in the areas of financial services, technology and innovation, governance, social impact etc.

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

Ms. Ananyashree Birla has exceptional individual achievements in the chosen fields and early success with her independent entrepreneurial ventures set up well for larger responsibilities. Her nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that her appointment will add dynamism to the Company's rich entrepreneurial traditions and help to create sustained stakeholder value.

Ms. Ananyashree Birla is the grand-daughter of Smt. Rajashree Birla, Non-Executive Director and a part of the Promoter Group of the Company, daughter of Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director and Promoter of the Company and elder sister of Mr. Aryaman Vikram Birla, Additional Director (Non-Executive Director) of the Company.

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

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

Your Directors recommend the said Resolution for approval by the Members by way of an Ordinary Resolution.

Except Mr. Kumar Mangalam Birla, Smt. Rajashree Birla, Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla and the respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

## **Item No. 2**

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6<sup>th</sup> February 2023 has appointed Mr. Aryaman Vikram Birla (DIN: 08456879) as an Additional Director (Non-Executive Director) of the Company with effect from 6<sup>th</sup> February 2023 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Aryaman Vikram Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

### **Brief profile of Mr. Aryaman Vikram Birla**

- Mr. Aryaman Vikram Birla comes with diverse experience which includes entrepreneurship, VC investing, and professional sport. He is closely involved with several businesses of the Aditya Birla Group (ABG) including Fashion & Retail and Real Estate. In consultation with the Group Chairman, Mr. Kumar Mangalam Birla, he is actively championing the Group's foray into new-age businesses. He helped to incubate the Group's D2C platform, TMRW and is a director on its Board. His maiden entrepreneurial foray was in the hospitality business. Mr. Aryaman Vikram Birla is also spearheading the Group's Venture Capital fund, Aditya Birla Ventures that has already invested in 5 high-growth start-ups. Prior to joining ABG, Mr. Aryaman Vikram Birla was a prolific first-class cricketer.

- Mr. Aryaman Vikram Birla serves as a Director on the Board of various companies like Aditya Birla New Age Private Limited, Aditya Birla New Age Restaurants and Cafe Private Limited, Aditya Birla Management Corporation Private Limited (*the apex body that provides strategic direction to the Aditya Birla Group's businesses*), Aditya Birla Fashion and Retail Limited (*Listed entity*) and Aditya Birla Digital Fashion Ventures Limited.
- Mr. Aryaman Vikram Birla brings to the fore unique perspectives on team building, leadership, investing and ground-up entrepreneurship.

Appointment of Mr. Aryaman Vikram Birla would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of business building, private equity financing, etc, which shall be helpful in the Company's e-commerce and paints business.

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

Mr. Aryaman Vikram Birla has exceptional individual achievements in the chosen fields and early success with his independent entrepreneurial ventures set up well for larger responsibilities. His nuanced understanding of new-age business models and emerging shifts in consumer behaviour will infuse fresh energy to the Board of the Company. The Board also believes that his appointment will add dynamism to the Company's rich entrepreneurial traditions and help create sustained stakeholder value.

Mr. Aryaman Vikram Birla is the grand-son of Smt. Rajashree Birla, Non-Executive Director and a part of the Promoter Group of the Company, son of Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director and Promoter of the Company and younger brother of Ms. Ananyashree Birla, Additional Director (Non-Executive Director) of the Company.

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

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

Your Directors recommend the said Resolution for approval by the Members by way of an Ordinary Resolution.

Except Mr. Kumar Mangalam Birla, Smt. Rajashree Birla, Ms. Ananyashree Birla and Mr. Aryaman Vikram Birla and the respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 2 as set out in this Notice.

### **Item No. 3**

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee (NRC), the Board of Directors has appointed Mr. Yazdi Piroj Dandiwalā (DIN: 01055000) as an Additional Director (Independent Director) of the Company with effect from 6<sup>th</sup> February 2023 for a term of five consecutive years commencing from 6<sup>th</sup> February 2023 up to 5<sup>th</sup> February 2028 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Yazdi Piroj Dandiwalwa as an Independent Director of the Company for a term of five consecutive years commencing from 6<sup>th</sup> February 2023 up to 5<sup>th</sup> February 2028, not liable to retire by rotation, by way of Postal Ballot.

**Brief profile of Mr. Yazdi Piroj Dandiwalwa**

- Mr. Yazdi Piroj Dandiwalwa has an extensive Corporate and Commercial law practice both in contentious and non-contentious matters.
- With his unparalleled experience of over 48 years in corporate law, Mr. Dandiwalwa has advised several multinational companies in their investments, financial and technical collaborations in India.
- His corporate practice extends to both large Indian corporates and MNCs, with extensive experience in intricate transactions including mergers and acquisitions, joint ventures, takeovers, disinvestments, investments by venture capitalists, delisting etc.
- His industry expertise spans over Chemicals, Construction, Energy, Funds, Financial Services, Hotel, Infrastructure, IT, Manufacturing, Oil & Gas, Paper & Pulp, Real Estate, Telecommunication, Textiles etc.
- Mr. Dandiwalwa serves as a Director on the Board of various companies like Duville Estates Private Limited, Access Trusteeship Company Private Limited, Century Textile and Industries Limited, Pilani Investment and Industries Corporation Limited, Hindalco Industries Limited, Hindalco-Almex Aerospace Limited and Rashi Peripherals Limited. He was a member and for a few years the Chairman of the local advisory committee of Bank of Nova Scotia. He is also a member and Vice President of the Managing Committee of the Bombay Incorporate Law Society.

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

Mr. Dandiwalwa has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Dandiwalwa has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

The Board, based on the recommendation of NRC, considers that given his skills, integrity, expertise and experience, the association of Mr. Yazdi Piroj Dandiwalwa would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

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

A copy of the letter of appointment of Mr. Yazdi Piroj Dandiwalwa as the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process.

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

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

Your Directors recommend the said Resolution for approval by the Members by way of Special Resolution.

Except, Mr. Yazdi Piroj Dandiwalla and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 3 as set out in this Notice.

#### **Item No. 4**

The Securities and Exchange Board of India ('SEBI'), vide its notification dated 9<sup>th</sup> November, 2021 has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The aforesaid Amendments inter-alia revised the threshold limit for Material Related Party Transactions to Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, replacing the earlier threshold of 10% of annual consolidated turnover of the listed entity with effect from 1<sup>st</sup> April 2022.

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

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

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

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

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



Sr. No.	Description	Details										
Details of summary of information provided by the management to the Audit Committee												
1.	Name of related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Hindalco Industries Limited ('Hindalco') is a promoter group company and holds 4.29% equity shares of the Company as on 31 <sup>st</sup> December 2022.  The Company is also a promoter group company for Hindalco and holds 3.92% equity shares of Hindalco as on 31 <sup>st</sup> December 2022.										
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	<b><u>Related Director(s):</u></b> <ul style="list-style-type: none"><li>Mr. Kumar Mangalam Birla is the Chairman, Non-Executive Director and Promoter of Hindalco and the Company</li><li>Smt. Rajashree Birla is the Non-Executive Director and a part of Promoter Group of Hindalco and the Company; and</li><li>Mr. Yazdi Piroj Dandiwalla is an Independent Director of Hindalco and the Company</li></ul> <b><u>Related KMPs:</u></b> Nil										
3.	Type, Material Terms and particulars of the contracts and arrangements	The Transaction involves the following: <ul style="list-style-type: none"><li>Sale of Caustic Soda and other allied chemicals</li><li>Purchase of Aluminium products, Hydrate and Alumina.</li><li>Rent income, Rent expenses and business auxiliary services.</li></ul> All the above transactions are/will be entered at an Arm's Length basis and in the ordinary course of business.  Material terms and particulars of the contract and arrangement: <b><u>Sale of Caustic Soda:</u></b> Transaction is undertaken based on the ex-works weighted average price for sales from the specified unit to customers other than Hindalco and its subsidiaries for the preceding quarter/month plus freight charges. <b><u>Sale of other allied Chemicals:</u></b> Pricing is done based on prevailing market price at the time of sale. <b><u>Purchase of Aluminium Products:</u></b> Negotiated Market Price (Hindalco declared Price List based on prevailing LME index) <b><u>Purchase of Hydrate / Alumina:</u></b> Negotiated Market Price considering prevailing market demand and competitive market dynamics. <b><u>Rent Income, Rent expenses and business auxiliary services:</u></b> At Market Price										
4.	Value of Transactions	<table><tr><th>Particulars</th><th>Estimated Amount (Rs. in crore)</th></tr><tr><td>Sale of Caustic Soda and other allied chemicals</td><td>800</td></tr><tr><td>Purchase of Aluminium products, Hydrate and Alumina</td><td>395</td></tr><tr><td>Rent Income, Rent expenses and business auxiliary services</td><td>5</td></tr><tr><td><b>Total</b></td><td><b>1,200</b></td></tr></table>	Particulars	Estimated Amount (Rs. in crore)	Sale of Caustic Soda and other allied chemicals	800	Purchase of Aluminium products, Hydrate and Alumina	395	Rent Income, Rent expenses and business auxiliary services	5	<b>Total</b>	<b>1,200</b>
Particulars	Estimated Amount (Rs. in crore)											
Sale of Caustic Soda and other allied chemicals	800											
Purchase of Aluminium products, Hydrate and Alumina	395											
Rent Income, Rent expenses and business auxiliary services	5											
<b>Total</b>	<b>1,200</b>											

Sr. No.	Description	Details
Details of summary of information provided by the management to the Audit Committee		
5.	Any advance paid or received for the contract or arrangement, if any	Nil
6.	Tenure of the transactions	Transactions entered/to be entered during the FY 2022-23
7.	Percentage of the Company's Annual Consolidated Turnover for the immediately preceding financial year (i.e. FY 2021-2022)	1.25%
8.	Justification of Transaction	<p>The Company is one of the leading producers of Caustic Soda and other allied chemicals.</p> <p>The Company sells Caustic Soda to Industries like Textiles, Alumina, Soaps and Detergents, Paper, Chemicals and Inorganic Chemicals and sells other Chemicals to Industries like Industrial Chemicals, Plastic, Additives, Water Treatment, Agrochem, Pharma and Food &amp; Feed.</p> <p>Hindalco Industries Limited produces Aluminium Ingots, Hydrate, Alumina and needs caustic soda and other chemicals like Hydrochloride Acid, Poly Aluminium Chloride, Sodium Hypo-Chloride as raw materials for producing the same. The Company supplies the same to Hindalco Industries Limited.</p> <p>Further, the Company requires Aluminium Ingots, Hydrate and Alumina as a raw material to manufacture Anhydrous Aluminium Chloride, Poly Aluminium Chloride and Insulators. The Company purchases the same from Hindalco Industries Limited.</p> <p>The Company's plants are located in close proximity of Hindalco plants, which adds value for both the companies. The transactions of sale of Caustic Soda, other allied chemicals and purchase of Aluminium Ingots, Hydrate and Alumina are aimed at achieving synergies for both the companies.</p>
9.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	i. details of the source of funds in connection with the proposed transaction	Not Applicable
b.	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d.	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	

Sr. No.	Description	Details		
Details of summary of information provided by the management to the Audit Committee				
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail ID of the Shareholder	Not Applicable		
11.	Transaction undertaken during previous financial years	(Rs. in crore)		
		Particular	FY22	FY21
		Sale of Caustic Soda and other allied chemicals	431	278
		Purchase of Aluminium products, Hydrate and Alumina	343	238
		Rent Income, Rent expenses and business auxiliary services	1	1
		Total	775	517
12.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 (1) of the Companies Act, 2013 forming part of this Notice.		

The Company has in place a requisite process for approval of Material Related Party Transactions and on Dealing with Related Parties. As per the process, necessary details for the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and Dealing with Related Party Transactions and as required under SEBI Circular dated 22<sup>nd</sup> November 2021.

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

Your Directors recommend the said Resolution for approval by the Members by way of Ordinary Resolution.

Except Mr. Kumar Mangalam Birla, Chairman, Non-Executive Director & Promoter of Hindalco and the Company, Smt. Rajashree Birla Non-Executive Director and a part of the Promoter Group of Hindalco and Company and Mr. Yazdi Piroj Dandiwalla an Independent Director of Hindalco and Company and their relatives to the extent of their directorship and shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 4 as set out in this Notice.

The existing/proposed transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members. The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 4 of the Notice.

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

**Sailesh Kumar Daga**  
Company Secretary  
FCS - 4164

Place: Mumbai  
Date: 17<sup>th</sup> February 2023

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

Name of the Directors	Ms. Ananyashree Birla	Mr. Aryaman Vikram Birla	Mr. Yazdi Piroj Dandiwala
DIN	06625036	08456879	01055000
Date of Birth / Age	17 <sup>th</sup> July 1994 / 28 years	9 <sup>th</sup> July 1997 / 25 years	10 <sup>th</sup> November 1950 / 72 years
Date of First Appointment	6 <sup>th</sup> February 2023	6 <sup>th</sup> February 2023	6 <sup>th</sup> February 2023
Expertise in specific functional areas	As mentioned in item no. 1 of the explanatory statement of this Notice	As mentioned in item no. 2 of the explanatory statement of this Notice	As mentioned in item no. 3 of the explanatory statement of this Notice
Experience			
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Not Applicable		<ul style="list-style-type: none"><li>• Corporate Governance, Legal &amp; Compliance</li><li>• Industry Knowledge</li><li>• General Management</li></ul>
Qualification(s)	Alumnae of the University of Oxford.	<ul style="list-style-type: none"><li>• Graduate from University of Mumbai</li><li>• Pursuing MSc in Global Finance (Part Time) from Bayes Business School, London</li></ul>	<ul style="list-style-type: none"><li>• Bachelor of Science</li><li>• Degree in Law</li><li>• Advocate with the Bar Council of Maharashtra</li><li>• Solicitor and member of Bombay Incorporated Law Society</li><li>• Solicitor and member of the Law Society, England</li></ul>
Terms & Conditions of appointment/ re-appointment	Proposed to be appointed as a Non-Executive Director, liable to retire by rotation.  Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by Board which shall be within the limits stipulated under Section 197 of the Companies Act, 2013 and as approved by the shareholders of the Company.		Proposed to be appointed as an Independent Director, not liable to retire by rotation.  Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by Board which shall be within the limits stipulated under Section 197 of the Companies Act, 2013 and as approved by the shareholders of the Company.
Remuneration last drawn (sitting fees and commission)	Rs. 50,000/- (Sitting fees for attending the Board Meeting on 14 <sup>th</sup> February 2023)		

Remuneration proposed to be paid	The current sitting fees structure is as under:		
	<b>Particulars</b>	<b>Amount</b>	
	Board Meeting	₹ 50,000/-	
	Audit Committee	₹ 25,000/-	
	All other Committes	₹ 20,000/-	
	Any revision in the sitting fees as may be approved by the Board from time to time		
Commission shall be paid as per the limits approved by the members in the Annual General meeting held on 27 <sup>th</sup> August 2021 for a period of 5 years with effect from 1 <sup>st</sup> April 2021.			
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Number of Board meetings held and attended during the FY 22-23	1 of 1 (One of One)	1 of 1 (One of One)	1 of 1 (One of One)
List of outside Company Directorships held in Indian Public Limited Companies	<ul style="list-style-type: none"><li>• Svatantra Micro Housing Finance Corporation Limited</li><li>• Aditya Birla Fashion and Retail Limited (<i>Listed</i>)</li></ul>	<ul style="list-style-type: none"><li>• Aditya Birla Fashion and Retail Limited (<i>Listed</i>)</li><li>• Aditya Birla Digital Fashion Ventures Limited</li></ul>	<ul style="list-style-type: none"><li>• Century Textiles and Industries Limited (<i>Listed</i>)</li><li>• Pilani Investment and Industries Corporation Limited (<i>Listed</i>)</li><li>• Hindalco Industries Limited (<i>Listed</i>)</li><li>• Hindalco-Almex Aerospace Limited</li><li>• Rashi Peripherals Limited</li></ul>
Listed entities in which the person has resigned in past three years	Nil	Nil	Nil
Chairman/Member of the Committee of the Board of Directors of the Company	Nil	Nil	He is inducted as a member of Stakeholders’ Relationship Committee with effect from 6 <sup>th</sup> February 2023.

<p>Chairman/Member of the Committees of the Board of Directors of other Indian Public Limited Companies in which he is a Director</p> <p>a. Audit Committee</p> <p>b. Stakeholders' Relationship Committee</p>	<p><b>Audit Committee:</b></p> <p>Svatantra Micro Housing Finance Corporation Limited (Member)</p>	<p>Nil</p>	<p><b>Audit Committee:</b></p> <ul style="list-style-type: none"> <li>Century Textiles and Industries Limited (Chairman)</li> <li>Pilani Investment and Industries Corporation Limited (Member)</li> <li>Hindalco Industries Limited (Member)</li> <li>Hindalco-Almex Aerospace Limited (Member)</li> </ul> <p><b>Stakeholders' Relationship Committee:</b></p> <ul style="list-style-type: none"> <li>Century Textiles and Industries Limited (Member)</li> <li>Pilani Investment and Industries Corporation Limited (Member)</li> </ul>
<p>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</p>	<ul style="list-style-type: none"> <li>Grand-daughter of Smt. Rajashree Birla, Non-Executive Director</li> <li>Daughter of Mr. Kumar Mangalam Birla, Chairman and Non-Executive Director of the Company.</li> <li>Sister of Mr. Aryaman Vikram Birla.</li> </ul>	<ul style="list-style-type: none"> <li>Grand-son of Smt. Rajashree Birla, Non-Executive Director</li> <li>Son of Mr. Kumar Mangalam Birla, Chairman and Non-Executive Director of the Company.</li> <li>Brother of Ms. Ananyashree Birla</li> </ul>	<p>He is not related to any Director or Key Managerial Personnel of the Company</p>

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