



Ref No: GIL/CFD/SEC/22/092/SE

16th September 2021

BSE Limited
Dalal Street,
Phiroze Jeejeebhoy Towers,
Mumbai 400 001
Scrip Code: 500300

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051
Symbol: GRASIM

Dear Sirs,

Sub: Disclosure of information as per Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

In continuation to our disclosure dated 3rd September 2021 pertaining to the sanction of the Scheme of Arrangement between Grasim Industries Limited ("Transferor Company") and Indorama India Private Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"), by Hon'ble National Company Law Tribunal, Indore Bench at Ahmedabad ("NCLT Indore") we wish to inform you that the Transferor Company has today i.e. 16th September 2021 received the web copy of the Order passed by NCLT Indore on 2nd September 2021 sanctioning the Scheme. The copy of the said Order of NCLT Indore is enclosed herewith.

There are other Conditions Precedents to be completed and the Scheme shall become effective upon the completion of all the conditions set out in Clause 23 of the Scheme.

A copy of this disclosure is being uploaded on the Transferor Company's website at www.grasim.com.

The above is for your information.

Thanking you

Yours sincerely,
For Grasim Industries Limited

Sailesh Daga
Company Secretary
FCS-4164

Encl: As above

Cc: Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg,
Europe

Citibank N.A
Depositary Receipt Services
388 Greenwich Street,
6th Floor, New York,
NY 10013

Citibank N.A.
Custodial Services
FIFC, 11th Floor, C- 54 & 55,
G Block, Bandra Kurla
Complex, Bandra (East),
Mumbai-400098

Grasim Industries Limited
Aditya Birla Centre, 'A' wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India
T: +91 22 6652 5000 / 2499 5000 | F: +91 22 6652 5114 / 2499 5114
E: grasim.secretarial@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410

Regd. Office : P.O. Birlagram, Nagda – 456 331 (M.P.)

IN THE NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH AT AHMEDABAD

ITEM No. 17

C.P.(CAA)/1(MP)2021 in CA(CAA) 1 of 2021

Order under Section 230-232

IN THE MATTER OF:

Grasim Industries Ltd

.....Applicant

Order delivered on ..02/09/2021

Coram:

Dr. Deepti Mukesh, Hon'ble Member(J)
Mr. Virendra Kumar Gupta, Hon'ble Member(T)

PRESENT:


For the Applicant : Ld. Adv. Mr. Sandeep Singhi

ORDER

The case is fixed for pronouncement of order.

The order is pronounced in open Court vide separate sheet.


VIRENDRA KUMAR GUPTA
MEMBER (TECHNICAL)


DR. DEEPTI MUKESH
MEMBER (JUDICIAL)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
INDORE BENCH
AT AHMEDABAD

CP (CAA) No. 1/MP/2021
IN
CA (CAA) No. 1/MP/2021

IN THE MATTER OF SECTIONS 230-232 OF THE COMPANIES ACT,
2013

Sections 230-232 and other applicable provisions of the Companies
Act, 2013 read with Companies (Compromises, Arrangements, and
Arrangements) Rules, 2016.

In the matter of Scheme of Arrangement between

Grasim Industries Limited

And

Indorama India Private Limited

And

Their respective shareholders and creditors.

Order Pronounced on: 02.09.2021

CORAM:

DR. DEEPTI MUKESH

HON'BLE MEMBER (Judicial)

MR. VIRENDRA KUMAR GUPTA

HON'BLE MEMBER (Technical)

MEMO OF PARTIES

Grasim Industries Limited

A company incorporated under the
provisions of the Companies Act, 1913
now deemed to be incorporated under

the Companies Act, 2013 and having its registered office at P. O. Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh, India.

...Petitioner Company No.1
(Transferor Company)

Indorma India Pvt. Ltd.
CIN:U74999WB2017FTC222920
Having its registered office at
Ecocentre, EM-4, 12th Floor Unit
No. ECSL 1201, Sector V, Salt Lake,
Kolkata, West Bengal - 700091

...Petitioner Company No.2
(Transferee Company)

For the Petitioner:

Mr. Arun Kathpalia, Senior Advocate
with Mr. Sandeep Singhi and Mr.
Abhishek Shah Advocates, for M/s.
Singhi & Co., for the Petitioner
Company.

ORDER

[PER- BENCH]

1. The instant petition filed by the Petitioner Company No. 1, M/s Grasim Industries Limited (hereinafter referred to as **(Transferor Company)**) for sanctioning of the Scheme of Arrangement with Indorama India Private Limited and their respective shareholders and creditors (hereinafter referred to as the "**Scheme**") subject to the approval from the NCLT, Kolkata Bench in respect of Transferee Company.

2. It is submitted that the Transferor Company is originally incorporated on August 25, 1947 under the Provision of Companies Act, 1913 as Gwalior Rayon Silk Manufacturing (Weaving) Co. Ltd. The Certificate of incorporation is annexed with the petition. Its name was changed to Grasim Industries Limited a copy of the Certificate of incorporation is annexed with the petition. A company limited by shares registered under the Registrar of Companies, Gwalior under the Provisions of the Companies Act, 1956 on July 22, 1986, vide CIN no: L17124MP1947PLC000410. The registered office of the Petitioner Company is situated at P.O. Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh, India. The Petitioner Company is listed on Bombay Stock Exchange Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').
3. The authorized share capital to the Transferor Company is Rs. 305.50 crores divided into 1,47,25,00,000 equity shares of Rs. 2/- each and 11,00,000 preference shares of Rs. 100/- each. The issued and subscribed share capital of the transferor company is Rs. 131.59 crores divided into 65,79,51,004 equity shares of Rs. 2 each. The Transferor Company is currently engaged, inter alia, in the business to carry out

manufacturing, buying, selling, marketing, trading, importing, distributing, processing, exchanging, converting, altering, twisting, or otherwise handling and dealing in cellulose, viscose rayon yarns, and fiber synthetics and other business as stated in the Memorandum of Association and Articles of Association. The copies of AOA and MOA are annexed with the petition.

4. It is submitted that Petitioner No. 2 Indorama India Private Limited (hereinafter referred to as the “**Transferee Company**”) was incorporated on September 26, 2017, vide CIN no: U74999WB2017FTC222920 as a private Limited Company limited by shares with the Registrar of Companies West Bengal, under the provision of Companies Act, 2013, in the name and style of IRC Agrochemicals Private Limited. The certificate of incorporation is annexed in the petition. Its name was changed to Indorama India Private Limited on February 18, 2020. The certificate of incorporation is annexed in the petition. The Registered office of the Transferee Company is situated at Ecocentre, EM-4, 12th Floor, Unit No. ECSL-1201 Sector V, Salt Lake, Kolkata, West Bengal 700 091.



5. The Transferee Company is having a total authorized share capital of Rs. 1,000/- crores divided into 100,00,00,000 equity shares of Rs. 10/- each. The issued and subscribed share capital of the Transferee Company is Rs. 299.5/- crores divided into 29,99,51,427 equity shares of Rs. 100/- each. The Transferee Company is currently engaged in the business of manufacturing, trading, and sale of phosphatic fertilizers, specialty fertilizers, chemicals, and others objects as given in MOA and AOA. The copies of MOA and AOA are annexed with the petition.
6. It is submitted that the separate Petition has been filed in respect to the transferee company before the NCLT Kolkata Bench for sanctioning/requisite direction for the proposed scheme of arrangement wherein it is, inter-alia, proposed to transfer one of the Divestment Business Undertaking of the Transferor Company as a going concern on a Slump Sale basis to the Transferee Company.
7. It is further submitted that no investigation has been instituted or pending in relation to the Transferor Company under Chapter XIV of the Act or under the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956. It is also stated in the application that no winding-up

proceedings are filed or pending against the Petitioner Company.

8. The Transferor Company had filed an application before this Tribunal being CA (CAA) No. 1/MP/2021 for the requisite directions for holding and convening of meetings of its Equity Shareholders, Secured Creditors, and Unsecured Creditors (including unsecured debenture holders). This Tribunal vide its order dated February 26, 2021, *inter alia*, directed convening and holding of the meetings of the Equity Shareholders, Secured Creditors, and Unsecured Creditors (including unsecured debenture holders) of the said Transferor Company. This Tribunal further directed the said Transferor Company to send notices under Section 230(5) of the Companies Act, 2013 (hereinafter referred to as "**The Act**") to (i) Central Government through Regional Director, North-Western Region; (ii) Registrar of Companies, Madhya Pradesh; (iii) concerned Income-Tax Authorities; (iv) Competition Commission of India ('CCI'); (v) Bombay Stock Exchange Limited ('BSE'); and (vi) the National Stock Exchange of India Limited ('NSE').
9. The Annual Report of the Petitioner Company as of March 31, 2020, and the certificate issued by the Statutory Auditor of the

Transferor Company issued under Section 133 of the Companies Act, 2013 were annexed with the application bearing no. CA(CAA)01/2021 being 1st motion application.

10. It is further submitted by the applicant companies that the notice to the Official Liquidator for the proposed scheme of Divestment undertaking is not required. Since, the proposed Scheme in respect to a transfer of one unit of the Transferor Company, hence the Transferor Company will remain to continue after coming into effect to the Scheme. Further, notice to RBI is also not required as the proposed scheme does not envisage the issuance of shares to the foreign body/corporate.
11. Notice of meetings was sent individually to the Equity Shareholders, Secured Creditors, and Unsecured Creditors (including unsecured debenture holders) of the Petitioner Company pursuant to the order dated February 26, 2021, together with a copy of the Scheme, a copy of the Explanatory Statement required to be furnished under Section 230-232 read with Section 102 of the Act, amongst others. The notice of meetings was also advertised as directed by this Tribunal vide its order dated February 26, 2021, in English daily, "**Indian Express**", all Editions on March 13, 2021, and in Hindi

daily, "Nai Dunia". Indore Edition on March 14, 2021. Mr. N. Mohan Raj, Independent Director of the Petitioner Company, the Chairman of the meetings has already filed the requisite affidavit dated April 5, 2021, in respect of all compliance required as per the provisions of the Act.

12. The arrangement embodied in the Scheme was approved by the requisite majority of persons representing three-fourths in value of the equity shareholders of the Petitioner Company as per Section 230(6) of the Act, and unanimously by the secured creditors and unsecured creditors (including unsecured debenture holders) of the Petitioner Company through e-voting at the Video Conference ("VC")/Other Audio-Visual Means ("OAVM") meeting (Insta Poll); at their respective meetings held on April 16, 2021. The Chairman's report dated April 19, 2021, has also been filed before this Tribunal.
13. The Transferor Company thereafter filed 2nd motion CP (CAA) No. 1/MP/2021 seeking sanction of the Scheme. This Tribunal by its order dated April 22, 2021, admitted the aforesaid Company Petition and directed issuance of notice of hearing of the petition to (i) Central Government through Regional Director, North-Western Region; (ii) Registrar of Companies, Madhya Pradesh; (iii) concerned Income-Tax Authorities; and

- (iv) Official Liquidator, Indore. This Tribunal also directed the publication of notice of hearing of the petitions in English daily, "**Indian Express**", All Editions and in Hindi daily, "**Nai Dunia**", Indore Edition.
14. Pursuant to the order dated April 22, 2021, passed by this Tribunal, the Transferor Company has published the notice of hearing of the petition in English daily, "**Indian Express**", All Editions and in Hindi daily, "**Nai Dunia**", Indore Edition on April 24, 2021. The affidavit of service, on behalf of the Transferor Company, dated May 4, 2021, has been filed confirming the publication of the notice in the newspapers as directed and also the notice of hearing of the petitions being served upon the concerned statutory authorities.
15. It is observed that the Transferor Company has already obtained the No Objection for the proposed Scheme from NSE, BSE and the Competition Commission of India vide letter dated 05.02.2021, 05.02.2021, 28.01.2021 respectively. The same is annexed in the Petition.
16. In response to the notice under Section 230(5) of the Act to the Regional Director, North Western Region, Ministry of Corporate Affairs, the Regional Director has filed its

representation dated May 4, 2021, wherein the following observations were made;

- a. In paragraph 2(d) of the said representation, it is mentioned that the Transferor Company should comply with the requirements of the SEBI circulars.
 - b. In paragraph 2(e) of the said representation, it is mentioned by the Regional Director that there are Foreign National/ NRI/ Foreign Bodies Corporate are holding shares in the Transferor Company. The office of RD is not aware that whether the Company has complied with the provisions of FEMA and RBI guidelines or not. Hence the office of the RD prayed from this tribunal for direction to the Transferor Company to ensure the compliances of the FEMA and RBI guidelines.
17. Transferor Company has filed the necessary affidavit in reply dated May 4, 2021, to the representation dated May 4, 2021, filed by the Regional Director.
- a. The Company in paragraph 3 of its reply has stated that the Petitioner has complied and will remain in compliance with the SEBI circulars.
 - b. The Company in paragraph 4 of its reply has stated that that under the Scheme, no shares are being allotted by


the Transferee Company either to its shareholders or to the shareholders of the Petitioner Company. In these circumstances, the question of complying with the provisions of FEMA and RBI guidelines does not arise with respect to this Scheme.

18. In light of the aforesaid, this Tribunal is of the view that the observations of the Regional Director stand satisfied.
19. There is no representation received IT Department and for the proposed Scheme of Divestment Undertaking.
20. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the proceedings, it appears that the requirements of the provisions of sections 230-232 of the Companies Act, 2013 are satisfied. Accordingly, this Company Petition is allowed. The proposed Scheme annexed as **Annexure A** is hereby sanctioned subject to the approval of the NCLT Kolkata Bench in respect of the Transferee Company.
 - a. It is further directed that the transfer of the properties belonging to the Divestment Business Undertaking of the Transferor Company is Annexed an **Annexure B**, without any further act, instrument, deed, matter, or thing be transferred to and vested into Transferee Company as a

"Going Concern" on a Slump Sale basis free from all encumbrance other than liens arising or created in the ordinary course, including any Encumbrance relating to SBA and for lump sum consideration.

- b. All proceedings which are pending except the excluded litigations given in the proposed scheme as **Schedule-3** of Divestment Business Undertaking by or against Transferor Company be continued by or against the Transferor Company.
- c. On the scheme becoming effective, all the Excluded Litigations shall be continued, prosecuted, enforced by or against the Transferor Company. The Transferee Company shall not be liable to pay any amounts arising out of such Excluded Litigation including interest, penalties, damages, costs, etc. and the same shall be paid only by the Transferor Company.
- d. The sanction/approval of the scheme does not come in the way of any Competent Authority(s) to take any action in the event of a violation of any law for the time being in force.
- e. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal.

- f. Any person interested shall be at liberty to apply to the Tribunal in the above matter for any direction that may be necessary.
- g. The Transferor Company shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Company, Indore for registration and the Registrar of Company shall place all documents relating to the divestment undertaking of the petitioner company registered with him on the file kept by him in relation to the transferee company and the files relating to the petitioner companies shall be consolidated accordingly;
21. **The Petition is allowed and disposed of in terms of the above order.**


(MR. VIRENDRA KUMAR GUPTA)
MEMBER (T)

SD/-
(DR. DEEPTI MUKESH)
MEMBER (J)

KS PILLAI