Accountability Drives Performance

Responsible governance and integrity are two important values that underpin our business. These are integral to our Vision of being among the world's most trusted and successful companies. We hold ourselves to the highest standards of ethical behaviour and transparency.

We believe that sustainable governance practices are essential to fulfilling our purpose of enhancing lives and building a sustainable future for all our stakeholders. Our governance framework is built on the pillars of transparency, accountability, integrity, and fairness. The Board of Directors oversees and guides management to ensure we operate ethically and comply with all laws and regulations. The Board includes Independent Directors with diverse perspectives and expertise, enabling rigorous deliberations on key decisions.

OUR GOVERNANCE PHILOSOPHY RESTS ON SIX BASIC TENETS

- Accountability towards all key stakeholders
- Prudent management
- Strategic guidance and effective monitoring
- Protection of minority interests and rights
- Transparency and timely disclosure
- Compliance and governance of the highest standards

APPROACH TO CORPORATE GOVERNANCE

Business Values and Ethics

- Code of Conduct for Board Members and Senior Management: Sets out the principles to be adhered by all
- Policies: Ensures meeting regulatory compliances, commitments, and stakeholder expectations
- Systems and Standards: Internal requirements that guide day-to-day operations

BOARD’S ROLE

The Board of Directors plays a crucial role in guiding the Company and generating sustained value for shareholders. The Board is responsible for establishing the strategic objectives of the Company, ensuring that they align with its fundamental values and principles, and supervise the execution of the business strategy. Additionally, the Board oversees the Company's performance, evaluates its compliance and governance practices, and monitors the effectiveness of all corporate governance policies.

BOARD EXPERTISE

The Board of Directors brings together a wealth of knowledge, perspective, professionalism, divergent thinking and experience. Our Board Members have a deep understanding of governance, technical, financial and non-financial issues. Kindly refer to page 204 of Corporate Governance Report.

BOARD RESPONSIBILITIES

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short- and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed, and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe. The Board is overall responsible for the management, general affairs, strategic direction, and performance of the Company and is ably supported by the Board Committees, the CEO and MD, and the Management Committee.

STRUCTURE OF THE BOARD AND ITS COMMITTEES

The guidelines governing the selection, composition, and functioning of the Board of Directors are established by the Companies Act of 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board and its committees fulfill their responsibilities to all stakeholders by guaranteeing transparency, fair practices, and independent judgement in their decision-making.

As of 31st March 2023, the average time that Board members had served is approximately 8 years.
**SUSTAINABILITY GOVERNANCE**

Our sustainability governance acts as an anchor to our sustainability strategy and targets. Our objective is to maximise economic value while living up to environmental and social expectations. Thus, strong profitability is crucial to continue investing in environmental and social aspects, which in turn contribute to long-term value creation.

**BOARD OVERSIGHT**

The Board of Directors of the Company through its Risk Management and Sustainability Committee guides and directs the management on the Company’s sustainability and climate change-related risks and action plans for mitigation of risks. The Chief Sustainability Officer (CSO) works closely with the Risk Management and Sustainability Committee and various business units of the Company. The CSO and Sustainability teams at the business units regularly review the progress of all sustainability initiatives and required actions.

**MANAGEMENT OVERSIGHT**

The sustainability SPOCs of each business unit meets quarterly to oversee enterprise risks, mitigation measures, and the sustainability performance of each business, including climate-related challenges. At each plant, a Safety and Sustainability Committee has been constituted, led by the Unit Head, and comprises members from critical functions. The Committee meets monthly and reports to the relevant business-level Safety and Sustainability Committee on its progress.

**INCENTIVISING SUSTAINABILITY**

The Business Review Committee assigns objectives that are linked to the business unit’s Key Responsibility Areas (KRAs).

**KEY ISSUES OVERSEEN BY BOARD-LEVEL RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE:**

- Guiding and directing the management on implementing the strategy and plans for sustainable business operations
- Monitoring and reviewing the progress against the targets for addressing climate-related issues
- Reviewing and guiding Risk Management policies

**PRINCIPLES AND INTEGRITY**

At Grasim, we uphold the highest standards of corporate behaviour and ensure adherence by designing policies and frameworks that are aligned with best-in-class governance practices. To integrate these practices across our operations, we have dedicated policies across key governance themes such as corporate tax, prohibition of insider trading, human rights, related party transactions, and diversity in Board members.

READ our policies and code of conduct document at https://www.grasim.com/investors/policies-and-code-of-conduct

**GRIEVANCE REPORTING CHANNELS**

Through regular communication with external stakeholders, we raise awareness about the redressal procedure and encourage them to voice any concerns. We have institutionalised various channels through which external stakeholders can register their grievances formally. These include an official telephone number and an e-mail ID (both directed to the Admin and Liaison Officer), among others.


**ROLES AND RESPONSIBILITIES**

- **Grievance Committee** (Comprises function heads of HR, F&C and Environment)
  - Investigating the grievance and liaising with the external stakeholder/s
  - Developing resolutions and actions to rectify any issue
  - Follow up and track progress of grievance resolution

- **Stakeholder Contact Officer** (Admin and Liaison officer)
  - Receive grievances and forward to Grievance Committee
  - Ensure that the grievance mechanism procedure is being adhered to and followed correctly
  - Maintain grievance records and monitor any correspondence
  - Monitor grievances/trends over time and report findings to the Committee
  - Document any interactions with external stakeholders

- **Employees** (Officers of CSR, IR, Admin and Environment)
  - Receive grievances in person
  - Report grievance to the Stakeholder Contact Officer by submitting the Grievance Lodgement Form
  - May provide information and assistance in developing a response and closure of a grievance

**GRIEVANCE REDRESSAL**

The grievance mechanism procedure applies to all external stakeholders of our operations. For internal stakeholders such as employees, we have a standard grievance process.

**GRIEVANCE REDRESSAL PROCESS**

1. **Receive Grievance**
2. **Record**
3. **Screen**
4. **Investigate**
5. **Act**
6. **Follow up and close out**

Channel for grievances:

- **Internal**
  - Receive grievances and forward to Grievance Committee
  - Maintain grievance records and monitor any correspondence
- **External**
  - Receive grievances in person
  - Report grievance to the Stakeholder Contact Officer by submitting the Grievance Lodgement Form
  - May provide information and assistance in developing a response and closure of a grievance
Leading us Through

Board of Directors

1. Mr. Kumar Mangalam Birla
   Non-executive Director, Chairman

2. Mrs. Rajashree Birla
   Non-executive Director

3. Mr. Harikrishna Agarwal
   Managing Director

4. Dr. Santrupt Misra
   Non-executive Director

5. Mr. Raj Kumar
   Non-executive Director

6. Ms. Ananyashree Birla
   Non-executive Director

7. Mr. Aryaman Vikram Birla
   Non-executive Director

8. Mr. Cyril Shroff
   Independent Director

9. Dr. Thomas M. Connelly, Jr.
   Independent Director

10. Ms. Anita Ramachandran
    Independent Director

11. Mr. N. Mohan Raj
    Independent Director

12. Mr. V. Chandrasekaran
    Independent Director

13. Mr. Adesh Kumar Gupta
    Independent Director

14. Mr. Yazdi Piroj Dandiwala
    Independent Director

Committee Details

- Nomination & Remuneration Committee
- Corporate Social Responsibility Committee
- Finance Committee
- Audit Committee
- Risk Management & Sustainability Committee
- Stakeholders’ Relationship Committee
- PIT Regulation Committee

C - Chairperson
M - Member

Board Experience*

- 0-10 years: 71%
- >10 years: 29%

Board Age Profile

- 0-30 years: 14%
- >50 years: 86%

Board Diversity

- Male: 79%
- Female: 21%

*on the board of Grasim Industries Limited
Guiding by Experience

KEY MANAGERIAL PERSONNEL

1. Mr. Harikrishna Agarwal
   Managing Director
2. Mr. Pavan Kumar Jain
   Chief Financial Officer
3. Mr. Salilesh Kumar Daga
   Company Secretary
4. Mr. Ashok Machher
   Chief Financial Officer
5. Mr. Jayant V Dhobley
   Chemicals, Fashion Yarn and Insulators Business
6. Mr. Kapil Agrawal
   Textiles Business
7. Mr. Himanshu Kapania
   Paints Business
8. Mr. Harikrishna Agarwal
   Managing Director
9. Mr. Pavan Kumar Jain
   Chief Financial Officer
10. Mr. Salilesh Kumar Daga
    Company Secretary
11. Mr. Ashok Machher
    Chief Financial Officer
12. Mr. Jayant V Dhobley
    Chemicals, Fashion Yarn and Insulators Business
13. Mr. Kapil Agrawal
    Textiles Business
14. Mr. Himanshu Kapania
    Paints Business

CHIEF EXECUTIVE OFFICERS

1. Dr. Aspi Patel
   Chief Technology Officer
2. Mr. Anil Rustogi
   Chief Financial Officer
3. Ms. Chandra Bhattacharjee
   Chief Human Resource Officer
4. Mr. K.C. Jhanwar
   Managing Director
5. Mr. Rajesh Balakrishnan
   Speciality Chemicals Business
6. Mr. Omprakash Chittlange
   Fashion Yarn Business
7. Mr. Ajit Rajagopalan
   Insulators Business
8. Mr. Satyaki Ghosh
   Textiles Business
9. Mr. Rakesh Hargave
   Paints Business
10. Mr. Sandeep Komaravally
    B2B e-commerce Business
11. Mr. K.C. Jhanwar
    Managing Director
12. Mr. Rajesh Balakrishnan
    Speciality Chemicals Business
13. Mr. Omprakash Chittlange
    Fashion Yarn Business
14. Mr. Ajit Rajagopalan
    Insulators Business
15. Mr. Satyaki Ghosh
    Textiles Business
16. Mr. Rakesh Hargave
    Paints Business
17. Mr. Sandeep Komaravally
    B2B e-commerce Business

KEY SUBSIDIARIES

PULP AND FIBRE BUSINESS

15. Dr. Aspi Patel
    Chief Technology Officer
16. Mr. Anil Rustogi
    Chief Financial Officer
17. Ms. Chandra Bhattacharjee
    Chief Human Resource Officer

CHEMICALS, FASHION YARN AND INSULATORS BUSINESS

13. Mr. Manoj Kedia
    Chief Financial Officer
14. Ms. Chandra Bhattacharjee
    Chief Human Resource Officer

PAINTS BUSINESS

12. Mr. Ajith Kumar
    Chief Operating Officer
13. Mr. Shantilal Dugar
    Chief Financial Officer

B2B E-COMMERCE BUSINESS

11. Mr. Manoj Kedia
    Chief Operating Officer
12. Mr. Shantilal Dugar
    Chief Financial Officer

TEXTILES BUSINESS

10. Mr. Manoj Kedia
    Chief Operating Officer
11. Mr. K. H. Venkatachalam
    Chief Human Resource Officer

BUSINESS HEADS

1. Mr. Kalyan Ram Madabhushi
   Pulp & Fibre Business
2. Mr. Jayant V. Dhobley
   Chemicals, Fashion Yarn and Insulators Business
3. Mr. Kapil Agrawal
   Textiles Business
4. Mr. Himanshu Kapania
   Paints Business
5. Mr. Harikrishna Agarwal
   Managing Director
6. Mr. Pavan Kumar Jain
   Chief Financial Officer
7. Mr. Salilesh Kumar Daga
   Company Secretary
8. Mr. Aspi Patel
   Chief Technology Officer
9. Mr. Anil Rustogi
   Chief Financial Officer
10. Mr. Chandra Bhattacharjee
    Chief Human Resource Officer
11. Mr. K.C. Jhanwar
    Managing Director
12. Mr. Rajesh Balakrishnan
    Speciality Chemicals Business
13. Mr. Omprakash Chittlange
    Fashion Yarn Business
14. Mr. Ajit Rajagopalan
    Insulators Business
15. Mr. Satyaki Ghosh
    Textiles Business
16. Mr. Rakesh Hargave
    Paints Business
17. Mr. Sandeep Komaravally
    B2B e-commerce Business

CORPORATE FINANCE DIVISION

16. Mr. Hemant K. Kadel
    Senior President
17. Mr. Saugata Chakravarty
    Chief Legal Officer
18. Mr. Surya Valluri
    Chief Sustainability Officer
19. Mr. Rahul Desai
    Joint President