

# Report on Corporate Governance

## Company's Philosophy on Corporate Governance

Aditya Birla Group ("Group" / "ABG") is committed towards the adoption of the best Corporate Governance practices and its adherence in the true spirit, at all times. As a part of the Group, at Grasim Industries Limited ('Our Company' / 'the Company' / 'Grasim') we feel proud to belong to a Group whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business. These are demonstrated in our Group Chairman's Vision, Group's purpose and values as mentioned below:



'At the core, good governance is about ensuring fair outcomes. The pre-requisite to achieving a fair outcome in the eyes of all stakeholders, is to first build trust. **Trust is the foundation of corporate governance.**'

**MR. KUMAR MANGALAM BIRLA**  
Chairman, Aditya Birla Group

'To enrich lives, by building dynamic and responsible businesses and institutions, that inspires trust.'

### ABG Group Purpose

'Our Company is defined and driven by its unique set of 'Power of Five' values. These values-based approach is part of our Company's culture and ethics, which helps to pursue its purpose and achieve excellence in corporate governance.'

The Power of Five Values are encapsulated as:



Acting and taking decisions in a manner that is fair and honest. Following the highest standards of professionalism and being recognised for doing so. Integrity for us means not only financial and intellectual integrity, but encompasses all other forms as are generally understood.



On the foundation of integrity, doing all that is needed to deliver value to all stakeholders. In the process, being accountable for our own actions and decisions, those of our team and those on the part of the organisation for which we are responsible.



An energetic, intuitive zeal that arises from emotional engagement with the organisation that makes work joyful and inspires each one to give his or her best. A voluntary, spontaneous and relentless pursuit of goals and objectives with the highest level of energy and enthusiasm.



Thinking and working together across functional groups, hierarchies, businesses and geographies. Leveraging diverse competencies and perspectives to garner the benefits of synergy while promoting organisational unity through sharing and collaborative efforts.



Responding to internal and external customers with a sense of urgency. Continuously striving to finish before deadlines and choosing the best rhythm to optimise organisational efficiencies.

Corporate Governance refers to a set of laws, regulations and good practices that enables an organisation to perform its business efficiently and ethically to generate long-term wealth and create value for all its stakeholders. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency, accountability, sustainability and safety across all business practices. Good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.



Corporate Governance has always been intrinsic to the management of the business affairs of our Company. In line with the above philosophy, our Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices.

Our Company's governance rests on the highest standards of business ethics and corporate governance. The governance philosophy of the Group and our Company rests on following basic tenets viz.

#### Accountability and Interests:

Our practices ensure accountability towards all stakeholders, and protection of minority interests and rights.

#### Monitoring:

Effective monitoring and reviewing the risk management framework and associated practices is ensured.

#### Control:

Effective control systems are maintained to ensure efficient conduct of business and discharge of responsibilities.

#### Ethics:

Our practices ensure that we maintain high standards of ethics.

#### Transparency and Disclosures:

Transparency, integrity and disclosures are keys to corporate governance practices. Our practices ensure that we make timely and accurate disclosures.

#### Review:

Regular review of processes and management systems for improvement are ensured.

Our Company confirms compliance with the Corporate Governance requirements as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), the details of which are as set out hereunder:

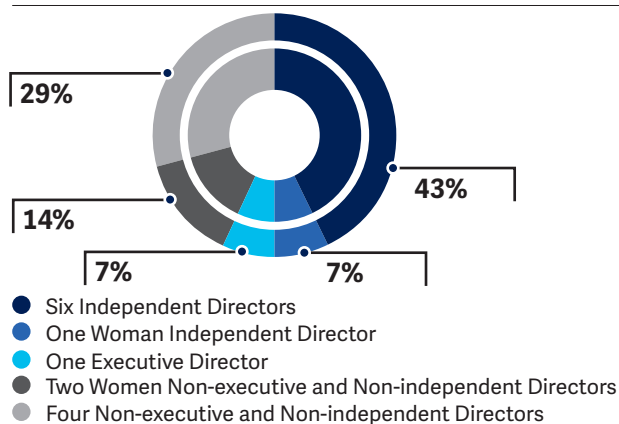
## BOARD OF DIRECTORS

### Composition of Board of Directors ('Board')

Our Company comprises of eminent and distinguished personalities with proficiency and vast experience in diversified sectors with an optimum mix of management and financial experts thereby ensuring the best interest of its stakeholders. Our Company has a balanced and diverse Board, which includes independent professionals and confirms to the provisions of the Companies Act, 2013 ('the Act') and the Listing Regulations. The Directors possess requisite qualification, experience and expertise in their respective functional areas, which enable them to discharge their responsibilities and provide effective leadership to the management. In designing the Board composition, number of factors are considered, which include educational background, professional experience, gender, skills and knowledge among others.

Our Company's Board comprises of 14 (Fourteen) Directors, 7 (Seven) are Independent Directors, 6 (Six) Non-executive Directors and 1 (One) Executive Director. Our Company's Board comprises of 3 (Three) Women Directors, out of which 1 (One) is an Independent Director. The position of Chairman and Managing Director are held by different individuals, where Chairman of the Board is a Non-executive Chairman.

### Board Structure (%) - As on 31<sup>st</sup> March 2025



None of the Directors of our Company, is on the Board of more than 10 public limited companies or acts as an Independent Director in more than 7 (Seven) listed entities. None of the Director on the Board, who is a Whole Time Director / Managing Director serves as an Independent Director in more than 3 (Three) listed entities. Further, none of the Director of our Company is a member of more than 10 (Ten) Committees or Chairperson of more than 5 (Five) Committees, across all public companies in which he/she is a Director. The composition of the Board and its Committee(s) are in conformity with the requirements of the Act and the Listing Regulations.

## Report on Corporate Governance (Contd.)

Brief profile of the Board of our Company including their area of expertise, other directorships, committee positions and shareholding in the Company as on 31<sup>st</sup> March 2025 are as under:

### MR. KUMAR MANGALAM BIRLA

Chairman, Non-executive and Non-independent Director



DIN: 00012813

Age: 58 years

Date of Appointment: 14<sup>th</sup> October 1992

Term ending date: Liable to retire by rotation

Tenure : ~33 years

Shareholding: 14,94,989\*

Board Memberships - Indian listed companies

1. Aditya Birla Capital Limited: **Non-executive Director**
2. Aditya Birla Fashion and Retail Limited: **Non-executive Director**
3. Aditya Birla Real Estate Limited: **Non-executive Director<sup>#</sup>**
4. Hindalco Industries Limited: **Non-executive Director**
5. UltraTech Cement Limited: **Non-executive Director**
6. Vodafone Idea Limited: **Non-executive Director**

Directorship(s) in public companies: 7

Committee position: **Chairman — Nil**      **Member — Nil**

#### Area of expertise

Corporate Governance, Legal & Compliance	Technology, Digitisation & Innovation
Financial Literacy	Marketing
General Management	Risk Management
Human Resource Development	Strategic Expertise
Industry Knowledge	Sustainability

\*Including 93,287 shares held as Karta of Aditya Vikram Kumar Mangalam Birla HUF.

<sup>#</sup>Formerly known as Century Textiles and Industries Limited.

### Profile –

Mr. Kumar Mangalam Birla is the Chairman of the Board of Directors of your Company and the Chairman of Aditya Birla Group (“Group”), which operates in 41 countries across six continents. He is a Chartered Accountant and holds an MBA degree from the London Business School.

Mr. Birla chairs the Boards of all major Group Companies in India and globally. In the 30 years that he has been at the helm of the Group, he has accelerated growth, built meritocracy, and enhanced stakeholder value. In the process he has raised the Group’s turnover by over 30 times.

He has been the architect of over 60 acquisitions in India and globally, among the highest by any Indian multinational. Under his stewardship, the Group enjoys a position of leadership in all the major sectors in which it operates, from cement to chemicals, metals to textiles, fashion to financial services and real estate to renewables. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of over 185,000 employees.

Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on the Prime Minister of India’s Advisory Council on Trade and Industry. As the Chairman of the Securities Exchange Board of India Committee on Corporate Governance, he framed the first-ever governance code for Corporate India.

Over the years, Mr. Birla has been conferred several prestigious awards. In 2023, he was conferred the prestigious Padma Bhushan, among India’s highest civilian honours. India’s leading business publication, The Economic Times, has honoured him three times with the ‘Business Leader of the Year’ award, most recently in 2025—making him the only industrialist to receive this distinction. He was also conferred the prestigious Business Leader of the Decade award by the All-India Management Association (AIMA). In 2021, he received the TiE Global Entrepreneurship Award for Business Transformation, the first Indian business leader to receive this honour. He is also the first Indian Industrialist to be conferred an Honorary degree by the Institute of Company Secretaries of India.

Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science with campuses in Pilani, Goa, Hyderabad, Dubai and Mumbai. He has also been the Chairman of the Indian Institute of Management, Ahmedabad and Indian Institute of Technology, Delhi.

On the global arena, Mr. Birla is an Honorary Fellow of the London Business School. In 2019, Mr. Birla constituted a £15mn scholarship programme at the London Business School in memory of his grandfather, Mr. B. K. Birla, marking the largest ever endowed scholarship gift to a European Business School. A firm practitioner of the trusteeship concept, Mr. Birla has institutionalised the concept of caring and giving at the Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively enrich the lives of millions.

**SMT. RAJASHREE BIRLA**

Non-executive and  
Non-independent Director



DIN: **00022995**

Age: **80 years**

Date of Appointment: **14<sup>th</sup> March 1996**

Term ending date: **Liable to retire by rotation**

Tenure : **~29 years**

Shareholding: **5,74,829**

Board Memberships - Indian listed companies

1. Aditya Birla Real Estate Limited: **Non-executive Director<sup>#</sup>**
2. Century Enka Limited: **Non-executive Director**
3. Hindalco Industries Limited: **Non-executive Director**
4. Pilani Investment and Industries Corporation Limited: **Non-executive Director**
5. UltraTech Cement Limited: **Non-executive Director**

Directorship(s) in public companies: **5**

Committee position: **Chairperson — Nil    Member — Nil**

**Area of expertise**

- |   |                    |
|---|--------------------|
| Corporate Governance,<br>Legal & Compliance | Industry Knowledge |
| General Management                          | Sustainability     |
| Human Resource<br>Development               |                    |

<sup>#</sup>Formerly known as Century Textiles and Industries Limited.

**Profile –**

Smt. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Smt. Birla chairs the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 9,000 villages, reaching out to 11 million people. The Group runs 24 hospitals. The Group reaches out to well over 100,000 students through its network of 54 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not for Profit' institutions.

Smt. Birla is a member of the Advisory Board, Columbia Global Centre, Mumbai. She is the Chairperson of Xynteo's Vikaasa Advisory Board. She chairs FICCI – Aditya Birla CSR Centre for Excellence. Smt. Rajashree Birla serves as the Chairperson on the Habitat for Humanity India's IndiaBuilds Advisory Committee. She is also an active member at the Habitat for Humanity Asia Pacific Development Council and serves as a member at the Habitat for Humanity International Global Council.

She is the Chairperson of FICCI's first ever Expert Committee on CSR and is on the Board of BAIF Development Research Foundation, Pune, a Trustee of the Gujarat Vidyapith as well as Breach Candy Hospital Trust.

As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-ABCPA (Indian National Theatre-Aditya Birla Centre for Performing Arts).

In recognition of the exemplary work done by Smt. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India who bestowed the 'Padma Bhushan Award' in 2011 on Smt. Rajashree Birla in the area of 'Social Work'.

Most recently she was named the recipient of the 'Lal Bahadur Shastri Award for Excellence 2024'. At the G20 EMPOWER Meet in Ahmedabad, the 'G20 EMPOWER Award for 'Lifetime Achievement' was conferred upon Smt. Birla by Smt. Smriti Irani, the erstwhile Minister of Women and Child Development / Minority Affairs, Government of India. Furthermore, Smt. Birla was named as an exemplar in Rotary International's healthcare programmes by the Hon'ble President, Smt. Droupadi Murmu. Yet another prestigious award accorded to Smt. Birla is BRICS 'Living Legend and Icon for Community Excellence and Lifetime Achievement Award', at the hands of the then President of India, Mr. Ram Nath Kovind.

Additionally, for Smt. Birla's unrelenting endeavours towards polio eradication, she was given the much coveted 'Polio Eradication Champion Award' by the Government of India. Likewise, the 'Global Golden Peacock Award for CSR' was bestowed upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal. Among other distinctive awards conferred upon Smt. Birla include - the All-India Management Association's 'Corporate Citizen of the Year Award', the IOD's 'Distinguished Fellowship Award' and the 'FICCI FLO Golden Laurel Award'. Under her exemplary leadership, the Economic Times' prestigious 'Corporate Citizen of the Year Award' was presented twice to the Group in 2002 and 2012, received by Smt. Birla.



## Report on Corporate Governance (Contd.)

### MS. ANANYASHREE BIRLA

Non-executive and  
Non-independent Director



DIN: 06625036

Age: 30 years

Date of Appointment: 6<sup>th</sup> February 2023

Term ending date: **Liable to retire by rotation**

Tenure : ~2 years

Shareholding: 36,800

Board Memberships - Indian listed companies

1. Aditya Birla Fashion and Retail Limited: **Non-executive Director**
2. Hindalco Industries Limited: **Non-executive Director**

Directorship(s) in public companies: 3

Committee position: **Chairperson — Nil    Member — 1**

#### Area of expertise

 Corporate Governance, Legal & Compliance	 Technology, Digitisation & Innovation
 Financial Literacy	 Marketing
 General Management	 Risk Management
 Human Resource Development	 Strategic Expertise
 Industry Knowledge	 Sustainability

### Profile –

Ananya is a businesswoman and an artist.

Named as one of Business Today's Most Powerful Women 2023, Ananya started Svatantra Microfin, the youngest and fastest growing microfinance company in India, at the age of 17. In one of the largest deals in the industry, Ananya Birla's Svatantra has acquired Chaitanya India Fin Credit, making Svatantra the second largest microfinance organisation in the industry. With a team strength of over 19,500 and an AUM of over 16,000 crore, Svatantra is financing entrepreneurs who are powering India's growth story. Recently, Svatantra secured the largest PE investment deal in the microfinance sector, amounting to a whopping ₹ 1,930 crore. (\$230 million), with investments from Advent International and Multiples. Svatantra has been a first mover and shaper of the industry by being the first end-to-end cashless organisation, and also the first to roll out an extensive customer facing app that is conducive to client social behaviours.

The AA- graded organisation (highest rating in the sector) was awarded the best microfinance organisation of the year and has been placed in the top 25 best places to work in its segment by globally recognised Great Places To Work 2020. In addition, Svatantra MHFC, her micro housing arm, is the only housing institution to focus on the EWS/LIG segment, and to have a completely branchless model.

Listed in the Fortune 40 Under 40 cohort, Ananya was also voted one of GQ's Most Influential Young Indians and featured in Miss Vogue's '28 Geniuses Under 28'. She has graced the cover of Forbes Women to Watch, been named Financial Express Newsmaker of the Year, and was honoured as one of Economic Times' Most Promising Women Business Leaders of 2022. Selected among Fortune's 100 Most Powerful Women, she was also featured in the 2024 edition of Economic Times' 40 Under Forty.

In 2024, she forayed in the beauty and personal care space with the launch of Birla Cosmetics. As part of this venture, she introduced her own fragrance brand, Contraband, followed by Lovetec, a performance-driven, homegrown colour cosmetics line crafted to global standards.

Ms. Ananya Birla's efforts in her entrepreneurial ventures have been recognised and felicitated by various Government entities such as the Hon'ble Prime Minister of India, Shri Narendra Modi at Champions of Change, an event organised by the National Institution for Transforming India (NITI Aayog). Ms. Ananya 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 inception. She was presented with Kamala Rising Star Award by the Hon'ble Governor of Maharashtra, Shri Bhagat Singh Koshiyari, in April 2022.

An alumnus of Oxford University, she is also the founder of Ananya Birla Foundation which promotes global understanding and supports programs that build a kinder, happier, equal, stigma-free world, where no conversation is taboo, and all people are connected to the support they need to lead a fulfilling life. One of the key imperatives of the foundation is to make mental health mainstream. The Foundation has been committed to working with exemplary community-first non-profit organisations from India to be a part of the solution to pressing societal challenges primarily through grant-making.

In May 2020, the Foundation made its' first grant to Save The Children India targeting 1,00,000 individuals, and several grants thereafter in different areas of need, such as, surgeries for acid attack survivors and menstrual hygiene. The foundation is currently doing pioneering work in research and intervention designs for mental health in rural India. The findings of Project Blank Slate were translated into published papers at Cambridge, offering comprehensive insights into mental health resources, barriers, intervention needs, and perspectives among rural women in Maharashtra.

The Foundation's impact in numbers in 2024-25 showcases meaningful change across people, communities, and animals. Project UNLEARN educated 300 incarcerated men in Dehradun Prisons on gender equality, consent, and positive masculinity. In partnership with World For All, 2,568 critically ill canines were treated and rehabilitated, and over 4,000 stray dogs received medical care with a 90% survival and recovery rate. Through the Poribortonor Bij Amar program, implemented with Gram Panchayats and district authorities, 120 women across 30 Gram Panchayats were trained in solid waste management, data reporting, and financial literacy to operate sustainable SHG-led businesses. The MannSafar campaign reached 5,000 adolescents and youth in Mumbai colleges, while CIF (Children of India Foundation) enhanced mental health awareness and access to services for 2,000 EMGs across Karnataka.



An ardent advocate for mental health, Ananya is also a National Alliance on Mental Illness (NAMI) ambassador. She is also the co-founder of Mpower, a foundation that provides mental health awareness across the country.

Ananya was recently appointed on the board of Aditya Birla Management Corporation Pvt. Ltd., Aditya Birla Fashion & Retail, Hindalco, and Grasim. Ananya is involved in various Aditya Birla Group businesses driving key strategy across industries, both in India and overseas.

With over 500 million streams, Ananya is also India's biggest selling English language global popstar, and has scaled the charts at home, in India, as well as overseas. With three back-to-back double platinum selling singles and two platinum selling singles, Ananya is unstoppable. The MTV EMA nominee began her musical journey at the age of 9 with the santoor, an Indian instrument.

### MR. ARYAMAN VIKRAM BIRLA

Non-executive and  
Non-independent Director



DIN: **08456879**

Age: **27 years**

Date of Appointment: **6<sup>th</sup> February, 2023**

Term ending date: **Liable to retire by rotation**

Tenure : **~2 years**

Shareholding: **36,800**

Board Memberships - Indian listed companies

1. Aditya Birla Fashion and Retail Limited: **Non-executive Director**
2. Hindalco Industries Limited: **Non-executive Director**

Directorship(s) in public companies: **3**

Committee position: **Chairman — Nil** **Member — Nil**

#### Area of expertise

Corporate Governance, Legal & Compliance	Technology, Digitisation & Innovation
Financial Literacy	Marketing
General Management	Risk Management
Human Resource Development	Strategic Expertise
Industry Knowledge	Sustainability

### Profile –

Aryaman Vikram Birla has held leadership roles across multiple businesses of the Aditya Birla Group, including fashion, paints, and real estate. He serves on the board of the Group's apex body, Aditya Birla Management Corporation, as well as on the boards of several key Group companies, including Grasim Industries, Aditya Birla Fashion & Retail (ABFRL), Hindalco Industries, and the Group's digital-first fashion platform, TMRW.

He is the founder of Aditya Birla New Age Hospitality, the Group's fast-growing hospitality platform, and Aditya Birla Ventures, its venture capital arm focused on investing in high-growth start-ups across emerging sectors.

Aryaman holds an MBA with Honors from Harvard Business School, a Master's degree in Global Finance from Bayes Business School, and a Bachelor's degree in Commerce from the University of Mumbai.

## Report on Corporate Governance (Contd.)

### MS. ANITA RAMACHANDRAN

Independent Director



with national presence. Anita is currently an Advisor with Mercer Consulting. She also works with several PE firms and start-ups to mentor them through their growth journey.

Ms. Ramachandran has been an Independent Director on boards of several large companies for over 20 years.

Ms. Ramachandran supports many organisations in the social sector through pro-bono professional work and remains deeply committed to work with women.

DIN: 00118188

Age: 70 years

Date of Appointment: 14<sup>th</sup> August 2018

Term ending date: 13<sup>th</sup> August 2028\*

Tenure : ~7 years

Shareholding: Nil

Board Memberships - Indian listed companies

1. Aditya Birla Sun Life AMC Limited: **Independent Director**
2. Blue Star Limited: **Independent Director**
3. FSN E-Commerce Ventures Limited: **Independent Director**
4. Happiest Minds Technologies Limited: **Independent Director**
5. Ujjivan Small Finance Bank Limited: **Independent Director**
6. UltraTech Cement Limited: **Independent Director**

Directorship(s) in public companies: 8

Committee position: **Chairperson — 2**      **Member — 6**

#### Area of expertise

- |  |  |
|--|--|
|  Corporate Governance, Legal & Compliance |  Human Resource Development |
|  General Management                       |  Industry Knowledge         |

\*Reappointed for a second term of 5 years w.e.f. 14<sup>th</sup> August 2023.

#### Profile –

Ms. Anita Ramachandran holds a Master's Degree in Management Studies from Jamnalal Bajaj Institute of Management. She is a renowned Human Resource professional with deep knowledge and experience of about 40 years as a management consultant. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organisation.

Ms. Ramachandran began her career with AF Ferguson & Co. [AFF] (the KPMG network Company in India then) in 1976 as the first woman consultant of the firm. In her 19 years stint with AFF she worked across various parts of the country and in a wide range of functional areas. She was a Director at the time of leaving the firm.

Ms. Ramachandran founded Cerebrus Consultants in 1995 to focus on HR advisory services, including organisation transformation. Her reputation and innovative work helped her build Cerebrus into a firm

### MR. N. MOHAN RAJ

Independent Director



DIN: 00181969

Age: 71 years

Date of Appointment: 12<sup>th</sup> July 2019

Term ending date: 11<sup>th</sup> July 2029\*

Tenure : ~6 years

Shareholding: Nil







Board Memberships - Indian listed companies

Nil

Directorship(s) in public companies: Nil

Committee position: **Chairman — Nil**      **Member — Nil**

#### Area of expertise

- |  |   |
|--|---|
|  Corporate Governance, Legal & Compliance |  Marketing           |
|  Financial Literacy                       |  Risk Management     |
|  General Management                       |  Strategic Expertise |
|  Industry Knowledge                       |  Sustainability      |

\*Reappointed for a second term of 5 years w.e.f. 12<sup>th</sup> July 2024.

#### Profile –

Mr. N Mohan Raj holds a Master's Degree in Arts (Economics). He is the former Executive Director of Life Insurance Corporation of India and has rich experience in the field of Administration, Marketing of Life Insurance, Mutual Fund, Finance and Investments.

**MR. YAZDI PIROJ DANDIWALA**

Independent Director

DIN: **01055000**Age: **74 years**Date of Appointment: **6<sup>th</sup> February 2023**Term ending date: **5<sup>th</sup> February 2028**Tenure : **~2 years**Shareholding: **Nil**

Board Memberships - Indian listed companies

1. Hindalco Industries Limited: **Independent Director**
2. Pilani Investment and Industries Corporation Limited: **Independent Director**
3. Rashi Peripherals Limited: **Independent Director**

Directorship(s) in public companies: **4**Committee position: **Chairman — Nil      Member — 4****Area of expertise**

Corporate Governance, Legal & Compliance	Risk Management
Financial Literacy	Strategic Expertise
General Management	Sustainability
Industry Knowledge	

**Profile –**

Mr. Yazdi Piroj Dandiwalla is a senior partner of the law firm M/s. Mulla and Mulla and Craigie Blunt and Caroe. He has an extensive Corporate and Commercial law practice both in contentious and non-contentious matters.

With his unparalleled experience of about fifty years in corporate law, Mr. Dandiwalla 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, Hospitality, Infrastructure, IT, Manufacturing, Oil & Gas, Paper & Pulp, Real Estate, etc.

Mr. Dandiwalla serves as a Director on the Board of various companies like Duville Estates Private Limited, Access Trusteeship Company Private 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 of the Managing Committee of the Bombay Incorporated Law Society

**MR. V. CHANDRASEKARAN**

Independent Director

DIN: **03126243**Age: **67 years**Date of Appointment: **24<sup>th</sup> May 2021**Term ending date: **23<sup>rd</sup> May 2026**Tenure : **~4 years**Shareholding: **85**

Board Memberships - Indian listed companies

1. Care Ratings Limited: **Independent Director**
2. Tata Investment Corporation Limited: **Independent Director**

Directorship(s) in public companies: **5**Committee position: **Chairman — 3      Member — 3****Area of expertise**

Corporate Governance, Legal & Compliance	Risk Management
Financial Literacy	Strategic Expertise
General Management	
Industry Knowledge	

**Profile –**

Mr. V. Chandrasekaran is a qualified Chartered Accountant and retired Executive Director (Investment) of LIC of India. He has more than 3 decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment, with adequate exposure to a gamut of Investments. He is involved in Investment decision making processes, Investment Monitoring & Accounting and Investment Research and Risk Management. He serves as an Independent Director on the Board of various companies like Aditya Birla Housing Finance Limited, Aditya Birla Renewables SPV 1 Limited, CARE Ratings Limited, Tata Investment Corporation Limited, Aseem Infrastructure Finance Limited, LIC (International) Bahrain, etc.



## Report on Corporate Governance (Contd.)

### MR. ADESH KUMAR GUPTA

Independent Director



DIN: 00020403

Age: 68 years

Date of Appointment: 24<sup>th</sup> May 2021

Term ending date: 23<sup>rd</sup> May 2026

Tenure : ~4 years

Shareholding: 72,204\*

Board Memberships - Indian listed companies

1. India Pesticides Limited: **Independent Director**
2. Krsnaa Diagnostics Limited: **Independent Director**

Directorship(s) in public companies: 3

Committee position: **Chairman — 1** **Member — 4**

#### Area of expertise

- |  |                     |
|--|---------------------|
| Corporate Governance, Legal & Compliance | Risk Management     |
| Financial Literacy                       | Industry Knowledge  |
| General Management                       | Strategic Expertise |
| Human Resource Development               | Sustainability      |

\*Including 856 shares held as Karta of Adesh Kumar Gupta HUF.

### Profile –

Mr. Adesh Kumar Gupta is a qualified Chartered Accountant, Company Secretary and has completed Advanced Management Programme from Harvard University. He has more than 4 decades of vast experience in the field of finance and general management. He has sound knowledge and expertise in the field of finance, strategy and corporate law in various industries. He serves as an Independent Director on the Board of various companies like India Pesticides Limited, Krsnaa Diagnostics Limited and Anand Rath Financial Services Limited. He was the Whole Time Director and CFO of the Company till 30<sup>th</sup> June 2015. He was recognised as Best CFO by the Institute of Chartered Accountants of India, IMA, Business Today. He is Ex-Member of National Advisory Committee on Accounting Standards ('NACAS') as representative of FICCI. NACAS was a statutory organisation constituted by Government of India for setting up Accounting Standards.

### MR. ASHVIN DHIRAJLAL PAREKH

Independent Director



DIN: 06559989

Age: 71 years

Date of Appointment: 23<sup>rd</sup> August 2024

Term ending date: 22<sup>nd</sup> August 2029

Tenure : ~7 months

Shareholding: Nil

Board Memberships - Indian listed companies

1. Nippon Life India Asset Management Limited: **Independent Director**

Directorship(s) in public companies: 4

Committee position: **Chairman — 2** **Member — Nil**

#### Area of expertise

- |  |                     |
|--|---------------------|
| Corporate Governance, Legal & Compliance | Marketing           |
| Financial Literacy                       | Risk Management     |
| General Management                       | Strategic Expertise |
| Industry Knowledge                       | Sustainability      |
| Technology, Digitisation & Innovation    |                     |

### Profile –

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

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



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

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

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

Mr. Parekh is on the boards of reputed BFSI and listed entities as an Independent Director. Earlier he was the Chairman on the Board of National Pension Scheme (NPS) in India from 2017 to 2020. Prior to that he was a Trustee of the NPS from 2015. He was on the board of ICICI Lombard GIC Limited as an Independent Director for 10 years till April 2024. Presently, he is on board of ICICI Securities Limited, ICICI Securities Primary Dealership Limited (Completing 10 years in March 2025), Nippon Life India Asset Management Limited, Aditya Birla Sun Life Insurance Company Limited and Grasim Industries Limited.

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

## MR. HAIGREVE KHAITAN

Independent Director



DIN: 00005290

Age: 54 years

Date of Appointment: 26<sup>th</sup> September 2024

Term ending date: 25<sup>th</sup> September 2029

Tenure : ~6 Months

Shareholding: Nil

Board Memberships - Indian listed companies

1. Dalmia Bharat Limited: **Independent Director**
2. JSW Steel Limited: **Independent Director**
3. Reliance Industries Limited: **Independent Director**
4. Tech Mahindra Limited: **Independent Director**

Directorship(s) in public companies: 5

Committee position: **Chairman — 1** **Member — 3**

### Area of expertise

- |  |                                       |
|--|---------------------------------------|
| Corporate Governance, Legal & Compliance | Technology, Digitisation & Innovation |
| Financial Literacy                       | Strategic Expertise                   |
| General Management                       | Sustainability                        |
| Industry Knowledge                       |                                       |

## Profile –

Mr. Haigreve Khaitan is the Senior Partner of Khaitan & Co.

Khaitan & Co has grown to become India's largest full-service law firm and the most advanced professional legal institution in the country.

With more than 30 years of professional experience, he has led some of the most high-profile and challenging matters and transactions in India across industries, be it for companies, financial institutions or boards of directors.

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

He regularly participates in high-level policy-making bodies, including recently as a member of the Competition Commission of India's Committee for the Digital Competition Act, a member of the Securities and Exchange Board of India's Committee on Fair Market Conduct, and a member of the Industry Standard Forums (FICCI, CII, ASSOCHAM) for setting implementation standards for the provisions of SEBI Listing Regulations, member of the CII Governance Council.

## Report on Corporate Governance (Contd.)

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

His recognitions include:

- Chambers and Partners as an "Eminent Practitioner" for Corporate M&A and Private Equity and "Band 1 Lawyer" for Private Wealth Law;
- Legal 500 ranked in "Hall of Fame" for Corporate and M&A and Recommended Lawyer for Private Client practice and Private Equity and Investment Funds;
- Who's Who Legal 2023 - Global Elite Thought Leader for M&A;
- Recognised as Elite practitioner by Asialaw Leading Lawyers;
- Recognised as Market Leader for Banking and M&A by IFLR;
- A - List lawyer by India Business Law Journal;
- Asian Legal Business as one of the top 15 M&A lawyers in Asia.

### MR. MUKKAVILLI JAGANNATH

Non-executive Director and  
Non-independent Director



DIN: **10090437**

Age: **62 years**

Date of Appointment: **26<sup>th</sup> September 2024**

Term ending date: **Liable to retire by rotation**

Tenure : **~6 months**

Shareholding: **Nil**







Board Memberships - Indian listed companies

1. BSE Limited: **Non-Independent Director**
2. Life Insurance Corporation of India: **Executive Director**
3. LIC Housing Finance Limited: **Director**

Directorship(s) in public companies: **4\***

Committee position: **Chairman — 1    Member — 2\***

#### Area of expertise

- |   |   |
|---|---|
|  Corporate Governance,<br>Legal & Compliance |  Industry Knowledge  |
|  Financial Literacy                          |  Strategic Expertise |
|  General Management                          |  Sustainability      |

\*Including Life Insurance Corporation of India

### Profile –

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

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

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



**MR. SUSHIL AGARWAL**  
Non-executive Director and  
Non-independent Director



DIN: **00060017**

Age: **61 years**

Date of Appointment: **8<sup>th</sup> February 2024**

Term ending date: **Liable to retire by rotation**

Tenure : **~1.2 years**

Shareholding: **2,09,007**

Board Memberships - Indian listed companies

- Aditya Birla Capital Limited: **Non-executive Director**
- Hindalco Industries Limited: **Non-executive Director**
- Vodafone Idea Limited: **Non-executive Director**

Directorship(s) in public companies: **6**

Committee position: **Chairman — Nil      Member — 5**

**Area of expertise**

Corporate Governance, Legal & Compliance	Technology, Digitisation & Innovation
Financial Literacy	Risk Management
General Management	Strategic Expertise
Human Resource Development	Sustainability
Industry Knowledge	

**Profile –**

Mr. Sushil Agarwal is currently the Group Chief Financial Officer and Director, Aditya Birla Management Corporation Private Limited, the Group's apex management body. He serves as a Non-executive Director on the Board of several Group Companies including Hindalco Industries Limited, Grasim Industries Limited, Vodafone Idea Limited, Aditya Birla Capital Limited and Novel Jewels Limited. Mr. Agarwal is a member of the Business Review Council of the Group. In 2021, he was also appointed as a nominee Director at Zand Bank PJSC – a Dubai based first of its kind Digital Bank.

Mr. Agarwal has been with the Group for over 36 years and has the unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has led various strategic initiatives of the Group, including M&A and restructurings. A strong advocate of corporate governance and trusteeship, he is widely acknowledged for his financial acumen and analytical skills.

In 2018, he was awarded as “India’s Greatest CFO” at the Asia One India’s Greatest Brands and Leaders Awards and as the “Business Leader Corporate CFO” at the 11<sup>th</sup> ICAI Awards. He has been recognised as one of the ‘Top 10 Global CFO’s – 2023’ by CEO Insights Magazine. In 2024, he was also awarded the Life Time Achievement Award at Financial Express ‘CFO’ Award.

He was honoured with the ‘Exceptional Contributor Award’ in 2000 and ‘Outstanding Leadership Award’ in 2014 by the Chairman of Aditya Birla Group.

Mr. Sushil Agarwal is a qualified Chartered Accountant and holds a Master’s Degree in Commerce.

**MR. HARIKRISHNA AGARWAL**  
Executive Director, Managing Director



DIN: **09288720**

Age: **65 years**

Date of Appointment: **1<sup>st</sup> December 2021**

Term ending date: **30<sup>th</sup> November 2025\***

Tenure : **~3.5 years**

Shareholding: **66,470**

Board Memberships - Indian listed companies  
**Nil**

Directorship(s) in public companies: **Nil**

Committee position: **Chairman — Nil      Member — Nil**

**Area of expertise**

Corporate Governance, Legal & Compliance	Marketing
Financial Literacy	Risk Management
General Management	Strategic Expertise
Industry Knowledge	Sustainability
Technology, Digitisation & Innovation	

\*Sought early retirement effective from the close of business hours of 31<sup>st</sup> March 2025.

**Profile –**

Mr. Hari Krishna Agarwal is an accomplished industry veteran with over 4 decades of deep experience spanning diverse sectors. He served as Managing Director of Grasim Industries, the flagship Company of the Aditya Birla Group (ABG) and was also the Business Director of the Group's global Cellulosic Fibre business “Birla Cellulose” till 31<sup>st</sup> March 2025.

## Report on Corporate Governance (Contd.)

Mr. Agarwal has also served as a Director of Aditya Birla Management Corp. Pvt. Ltd., the apex body steering the Group's corporate strategy. Throughout his career, he has held leadership positions in Cement, Chemicals, Advanced Materials, and Cellulosic Fibre sectors, becoming a key figure in driving industry discussions and innovation.

A Chartered Accountant with an all-India rank, Mr. Agarwal, has completed a number of national and international management and leadership development programmes, including an Executive MBA from Sasin, Chulalongkorn University in Bangkok, and an AMP at Harvard. He received the Chairman's "Outstanding Leader Award" in 2012 and the "Certificate of Excellence" in 2021 for his outstanding contribution to Grasim's growth. He is passionate crusader for sustainability and circularity.

### Notes:

1. Independent Directors are Non-executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.
2. In terms of Regulation 26(1) of the Listing Regulations:
  - Foreign companies, private limited companies and companies under section 8 of the Act are excluded for the purpose of considering the limit of directorship(s) and Committee membership(s).
  - The Committees considered for the purpose are Audit Committee and Stakeholders' Relationship Committee.
  - None of the Directors held Directorship in more than ten public limited companies and were members of more than ten committees or chairperson of more than five committees across all public limited companies in which they were Directors.
3. The number of directorship and committee positions is excluding our Company.
4. No Director is related to any other Director on the Board, except for:
  - i. Mr. Kumar Mangalam Birla and Smt. Rajashree Birla, who are related to each other as son and mother respectively.
  - ii. Ms. Ananyashree Birla is grand-daughter of Smt. Rajashree Birla, daughter of Mr. Kumar Mangalam Birla and elder sister of Mr. Aryaman Vikram Birla.
  - iii. Mr. Aryaman Vikram Birla is grand-son of Smt. Rajashree Birla, son of Mr. Kumar Mangalam Birla and brother of Ms. Ananyashree Birla.

5. None of the Directors hold any convertible instruments of your Company.
6. Committees membership excludes chairmanship.
7. No Non-executive Director has attained the age of 75 years, except Smt. Rajashree Birla, for which the approval of the Members has been obtained by way of special resolution at the Annual General Meeting held on 20<sup>th</sup> August 2024.
8. List of core skills, expertise and competencies of the Board of Directors of the Company are forming part of this Integrated Report.

### Role of the Board of Directors

Our Company's Board plays a primary role in ensuring good governance; smooth functioning of the Company and in the creation of stakeholders' value.

The Board's role, functions, responsibility and accountability are clearly defined. As the Board's primary role is fiduciary in nature, it is responsible for ensuring that the Company runs on sound ethical business practices and that the resources of the Company are utilised in a manner so as to create sustainable growth and value for the Company's members and the other stakeholders and also fulfil the aspirations of the society and the communities in which it operates.

The Board is duly supported by the Management in ensuring effective functioning of the Company. The Board monitors the Company's overall performance, directs and guides the activities of the Management towards the set goals and seeks accountability. The Board also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with the laws and regulations. As a part of its function, the Board periodically reviews all the relevant information, which is required to be placed before it, pursuant to the Act and Listing Regulations and in particular, reviews and approves financial statements, corporate strategies, business plans, annual budgets, projects (including CSR projects) and capital expenditure.

### Board Meetings and Procedures

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board businesses. The Board/Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by the Act, which are noted and confirmed in the subsequent Board Meeting.





### The business deliberated and considered at the meetings of the Board and Committees generally include:

- quarterly and annual financial results;
- oversight of the performance of the business;
- declaration of dividend;
- development and approval of overall business strategy;
- annual operating and capital expenditure budget;
- review of the functioning of the Committees; and
- other strategic, transactional and governance matters as required under the Act, Listing Regulations and other applicable legislations.

The notice of the Board / Committee Meetings is given well in advance to all the Directors. Usually, Meetings of the Board / Committees are held in Mumbai. The Agenda of the Board / Committee Meetings is set by the Company Secretary in consultation with the Chairman and Managing Director of the Company and it is circulated a week prior to the date of the Meeting. The Board Agenda includes an Action Taken Report comprising of actions emanating from the previous Board Meetings and status updates thereof. The Agenda for the Board and Committee Meetings includes detailed notes on the items to be discussed at the Meeting to enable the Directors to take an informed decision and also covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. Audio-Visual

means are also used to facilitate those Directors who are travelling or located at other locations to participate in the Meetings. Prior approval from the Board is obtained for circulating the agenda items with shorter notice for matters that are considered to be in the nature of Unpublished Price Sensitive Information ('UPSI').

The Company Secretary attends all the Meetings of the Board and its Committees. The Company Secretary advises/ assures the Board and its Committees on Compliance and Governance principles and ensures appropriate recording of minutes of the Meetings.

The draft minutes of each Board/ Committee meetings are circulated to all Directors/ Members for their comments within 15 days from the date of the conclusion of the meeting. The Company Secretary, after incorporating comments, if any, received from the Directors/ Members, records the minutes of each Board/ Committee meeting within 30 days from conclusion of the meeting. The important decisions taken at the Board/ Committee meetings are communicated to the concerned departments promptly.

During the year, the Board met 6 (Six) times on 4<sup>th</sup> April 2024, 22<sup>nd</sup> May 2024, 9<sup>th</sup> August 2024, 27<sup>th</sup> August 2024, 14<sup>th</sup> November 2024 and 10<sup>th</sup> February 2025. The maximum interval between any two meetings held during the year did not exceed 120 days.

Details of attendance of Directors at the Board Meetings and at the last Annual General Meeting ('AGM') held during the year are as under:

Name of the Directors	Number of Board Meetings held during the tenure	Number of Board Meetings attended	Attended last AGM held on 20 <sup>th</sup> August 2024
Mr. Kumar Mangalam Birla	6	5	Yes
Smt. Rajashree Birla	6	5	Yes
Ms. Ananyashree Birla	6	5	Yes
Mr. Aryaman Vikram Birla	6	6	Yes
Ms. Anita Ramachandran	6	6	Yes
Mr. N. Mohan Raj	6	6	Yes
Mr. Yazdi Piroj Dandiwal	6	5	Yes
Mr. Ashvin Dhirajlal Parekh <sup>1</sup>	3	3	NA
Mr. V. Chandrasekaran	6	6	Yes
Mr. Adesh Kumar Gupta	6	6	Yes
Mr. Haigreve Khaitan <sup>2</sup>	2	2	NA
Mr. Mukkavilli Jagannath <sup>3</sup>	2	2	NA
Mr. Sushil Agarwal	6	6	Yes
Mr. Harikrishna Agarwal	6	6	Yes
Dr. Thomas M. Connelly, Jr. <sup>4</sup>	3	3	Yes
Mr. Cyril Shroff <sup>4</sup>	3	1	No
Mr. Raj Kumar <sup>5</sup>	3	3	No

1. Appointed as an Independent Director w.e.f. 23<sup>rd</sup> August 2024.
2. Appointed as an Independent Director w.e.f. 26<sup>th</sup> September 2024.
3. Appointed as a Non-executive Director w.e.f. 26<sup>th</sup> September 2024
4. Ceased to be an Independent Director w.e.f. 22<sup>nd</sup> August 2024.
5. Mr. Raj Kumar, who retired by rotation at 77<sup>th</sup> Annual General Meeting of the Company did not offer himself for re-appointment.

## Report on Corporate Governance (Contd.)

### Meeting of Independent Directors

A separate meeting of Independent Directors of the Company was held on 17<sup>th</sup> March 2025, without the presence of Non-independent Directors and the management, *inter alia*, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors; and
- Evaluation of the quality, quantity and timelines of flow of information between the Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the overall performance of the Directors and the Board as a whole. The Independent Directors also expressed satisfaction on the Board's freedom to express views on matters transacted at meetings and the manner in which the management discusses various subject matters specified in the agenda of meetings. Suggestions made by the Independent Directors were discussed at the Board meeting and are being implemented.

All Independent Directors are free from any business or other relationship that could materially influence their judgement. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as specified under Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act and they are qualified to act as Independent Directors. Independent Directors have also confirmed their registration with the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in compliance with requirements of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In terms of Regulation 25(8) of the Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

Appointment/Re-appointment of Directors is subject to the members' approval. Directors hold office in accordance with the provisions of the law and the policy laid down by the Board from time-to-time. The Independent Directors are usually appointed for a fixed term of five years, subject to a maximum of 2 terms of five years and are not liable

to retire by rotation. The Executive Director is appointed as per the provisions of the Act and serve in accordance with the terms of his contract of service with the Company. Non-executive Directors (except Independent Directors) are liable to retire by rotation and are eligible for re-appointment.

### Retirement/Resignation of Non-executive/Independent Directors

During the year, Mr. Cyril Shroff (DIN: 00018979) and Dr. Thomas M. Connelly, Jr (DIN: 03083495), Independent Directors of the Company, completed their second term of 5 years from close of business hours of 22<sup>nd</sup> August 2024. Also, Mr. Raj Kumar (DIN: 06627311), Non-Executive Director retired by rotation from the Board of Directors of the Company at the Annual General Meeting held on 20<sup>th</sup> August 2024.

### Succession Planning

Our Company has an effective mechanism for succession planning which focuses on orderly succession of the Board and Senior Management team. The Nomination and Remuneration Committee implements this mechanism in concurrence with the Board. In addition, promoting Senior Management within the organisation fuels the ambitions of the talent force to earn future leadership roles.

### Support of the Board

The Company Secretary plays a key role in ensuring that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and to facilitate convening of meetings. The Company Secretary interfaces between the management and regulatory Authorities for governance matters and is also the Compliance Officer of the Company.

### Code of Conduct

The Board of Directors has laid down a 'Code of Conduct for the Board Members and Senior Management' of our Company, which is available on the Company's website at <https://www.grasim.com/upload/pdf/code-of-conduct.pdf>. All Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the Board and Senior Management. A declaration to that effect signed by the Managing Director forms part of this Report.



### Training, Induction and Familiarisation Programme

Letter of appointment, stipulating the terms of appointment, role, rights and responsibilities, are issued to the Independent Directors at the time of their appointment. In terms of the Listing Regulations, the terms and conditions of appointment of Independent Director are placed on the Company's website [https://www.grasim.com/upload/pdf/terms\\_conditions\\_independent\\_director.pdf](https://www.grasim.com/upload/pdf/terms_conditions_independent_director.pdf). When a Director joins the Board of the Company, our Company conducts introductory programme, *inter alia*, covering the nature of the industry in which the Company operates, business model of the Company, organisational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. The Directors are familiarised with the Company's business, its operations, strategy, functions, policies and procedures at the Board and Committee meetings on regular basis. Changes in regulatory framework and its impact on the operations of the Company are also presented at the Board / Committee meetings. The Directors are also apprised about risk assessment and minimisation procedures.

All the Directors (including Independent Directors) have the freedom to interact with the Company's Senior Management Personnel to discuss the matters pertaining to the Company's affairs.

The details of familiarisation programme, imparted to the Independent Directors of the Company are available on the Company's website at <https://www.grasim.com/Upload/PDF/familiarisation-programme-independent-directors.pdf>.

### Prevention of Insider Trading

In compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended,

the Company has formulated and adopted the 'Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities' of the Company ('the Insider Trading Code'). The object of the Insider Trading Code is to set framework, rules and procedures, which all concerned should follow, both in letter and spirit, while trading in listed or proposed to be listed securities of the Company. The Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code') in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 and formulated a Policy for determination of 'legitimate purposes' as a part of the Code. The Code also includes policy and procedures for inquiry in case of leakage of UPSI and aims at preventing misuse of UPSI. The Code is available on the Company's website at <https://www.grasim.com/Upload/PDF/pit-code-of-practice-and-procedures-for-fair-disclosures-upsi.pdf>.










































The policy and the procedures are periodically reviewed and revised from time to time and communicated to the Designated Persons. Trading window closure is intimated to all Designated Persons and to the Stock Exchanges in advance, whenever required. A digital platform is being maintained by the Company, which contains the names and other prescribed particulars of the persons covered under the Insider Trading Code. This online tracking mechanism for monitoring trade in the Company's securities by the 'Designated Persons' and their relatives helps in weekly detection and taking appropriate action, in case of any violation/non-compliance of the Company's Insider Trading Code. The Company Secretary is responsible for adherence to the Code.

# Report on Corporate Governance (Contd.)

## Committees of the Board

The Board has constituted various Committees with specific terms of reference in line with the provisions of the Listing Regulations and the Act. The Board Committees play a vital role in improving the Board effectiveness in the areas where more focuses and extensive discussions are required.

The composition of the following Committees of the Board as on 31<sup>st</sup> March 2025 are as under:

Committees of the Board		
<b>Audit Committee</b> <ul style="list-style-type: none"> <li> <b>Mr. N. Mohan Raj</b></li> <li> Mr. Yazdi Piroj Dandiwala</li> <li> Mr. V. Chandrasekaran</li> <li> Mr. Harikrishna Agarwal*</li> <li> Mr. Himanshu Kapania#</li> </ul>	<b>Nomination and Remuneration Committee</b> <ul style="list-style-type: none"> <li> <b>Ms. Anita Ramachandran</b></li> <li> Mr. Kumar Mangalam Birla</li> <li> Mr. Haigreve Khaitan</li> <li> Mr. Adesh Kumar Gupta</li> </ul>	<b>Stakeholders' Relationship Committee</b> <ul style="list-style-type: none"> <li> <b>Ms. Anita Ramachandran</b></li> <li> Mr. Yazdi Piroj Dandiwala</li> <li> Mr. Harikrishna Agarwal*</li> <li> Mr. Himanshu Kapania#</li> </ul>
<b>Corporate Social Responsibility Committee</b> <ul style="list-style-type: none"> <li> <b>Smt. Rajashree Birla</b></li> <li> Ms. Anita Ramachandran</li> <li> Mr. Harikrishna Agarwal*</li> <li> Mr. Himanshu Kapania#</li> </ul>	<b>Risk Management and Sustainability Committee</b> <ul style="list-style-type: none"> <li> <b>Mr. N. Mohan Raj</b></li> <li> Mr. V. Chandrasekaran</li> <li> Mr. Ashvin Parekh</li> <li> Mr. Harikrishna Agarwal*</li> <li> Mr. Himanshu Kapania#</li> <li> Mr. Jayant V. Dhobley</li> <li> Mr. Kapil Agarwal</li> <li> Mr. Rakshit Hargave*</li> </ul>	<b>Finance Committee</b> <ul style="list-style-type: none"> <li> <b>Mr. Harikrishna Agarwal*</b></li> <li> Mr. Sushil Agarwal#</li> <li> Mr. Adesh Kumar Gupta</li> <li> Mr. V. Chandrasekaran</li> </ul>
<b>PIT Regulation Committee</b> <ul style="list-style-type: none"> <li> <b>Mr. V. Chandrasekaran</b></li> <li> Mr. Yazdi Piroj Dandiwala</li> <li> Mr. Harikrishna Agarwal*</li> <li> Mr. Himanshu Kapania#</li> </ul>	<b>Rights Issue Committee – 2023<sup>§</sup></b> <ul style="list-style-type: none"> <li> Mr. V. Chandrasekaran</li> <li> Mr. Adesh Kumar Gupta</li> <li> Mr. Harikrishna Agarwal</li> </ul>	
 Chairperson  Member  Independent Director  Executive Director  Non-executive Director		

\*Ceases to be the member of the Committee w.e.f 31<sup>st</sup> March 2025.

#Appointed as the member of the Committee w.e.f. 1<sup>st</sup> April 2025.

§ Dissolved w.e.f. 31<sup>st</sup> March 2025



## 1. Audit Committee

### Composition, Meetings and Attendance

The Audit Committee of the Board comprises of 3 Independent Directors and 1 Executive Director. The members of the Audit Committee are financially literate and have accounting or related financial management expertise. The composition of the Audit Committee complies with the requirements of the Listing Regulations and the Act.

During the year, 6 (Six) Audit Committee meetings were held on 22<sup>nd</sup> May 2024, 9<sup>th</sup> August 2024, 22<sup>nd</sup> October 2024, 14<sup>th</sup> November 2024, 10<sup>th</sup> February 2025 and 27<sup>th</sup> March 2025.

The details of composition and attendance as of the members at the Audit Committee meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**MR. N.  
MOHAN RAJ**  
Independent Director  
Chairman



**DR. THOMAS M.  
CONNELLY, JR.\***  
Independent Director



**MR. YAZDI PIROJ  
DANDIWALA#**  
Independent Director



**MR. V.  
CHANDRASEKARAN**  
Independent Director



**MR. HARIKRISHNA  
AGARWAL§**  
Executive Director



#### No. of Meetings

- Held during the tenure
- Attended

During the year, the Audit Committee was reconstituted on 9<sup>th</sup> August 2024 and 10<sup>th</sup> February 2025.

The Chief Financial Officer of the Company and Chief Information Officer, Cellulosic Fibres are permanent invitees to the Audit Committee meetings. The Joint Statutory Auditors, the Internal Auditors and senior executives as it considers appropriate are also invited to the Audit Committee meetings. Cost Auditors are invited to the Audit Committee meetings, whenever matters relating to the Cost Audit are considered.

Mr. N. Mohan Raj, Chairman of the Audit Committee was present at the last AGM of the Company held on 20<sup>th</sup> August 2024.

The Audit Committee acts as a link between the management, the Statutory and Internal Auditors and the Board.

The Audit Committee monitors and effectively supervises the Company's financial reporting process with a view to provide accurate, timely and proper disclosure, maintain the integrity and quality of financial reporting. The Audit Committee, *inter alia*, also reviews, from time to time, the audit and internal control procedures, the accounting policies of the Company, annual compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, reviewing complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and reviewing complaints received under Whistle-Blower Policy of the Company. The Committee also oversees the performance of the Internal and Statutory Auditors and recommends their appointment and remuneration to the Board.

The minutes of the Audit Committee Meetings were noted by the Board. The Chairman of the Audit Committee Meeting briefs the Board on the discussions held during the Audit Committee Meetings.

All the recommendations of the Audit Committee have been accepted by the Board.

### Brief Description of the Terms of Reference

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:

\*Ceased to be the member of the Committee w.e.f. 22<sup>nd</sup> August 2024

#Appointed as member of the Committee w.e.f. 23<sup>rd</sup> August 2024

§Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025



## Report on Corporate Governance (Contd.)

- a) matters required to be included in the Directors' Responsibility Statements to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgement by the management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to the financial statements;
  - f) disclosure of any related party transactions; and
  - g) modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
  6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the Company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Reviewing the utilisation of loans and / or advances from / investment by the holding Company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
  11. Valuation of undertakings or assets of the Company, wherever it is necessary;
  12. Evaluation of internal financial controls and risk management systems;
  13. Monitoring the end use of funds raised through public offers and related matters;
  14. Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems;
  15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  16. Discussion with Internal Auditors of any significant findings and follow up thereon;
  17. Reviewing the findings of any internal investigations by the Internal Auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  18. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  20. To review the functioning of the Whistle-Blower Mechanism;
  21. In consultation with the Internal Auditors, formulate the scope, functioning, periodicity and methodology for conducting the internal audit;
  22. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate; and
  23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders; and
  24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The Audit Committee mandatorily reviews the following information:
1. Management Discussion and Analysis of financial condition and results of operations;
  2. Financial statements, in particular, the investments made by the unlisted subsidiary companies;
  3. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;



4. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
5. Internal audit reports relating to internal control weaknesses;
6. Appointment, removal and terms of remuneration of the Internal Auditors;
7. Statement of deviations:
  - a) quarterly statement of deviation(s), including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Listing Regulation;
  - b) annual statement of funds utilised for the purposes other than those stated in the offer document / prospectus / notice in terms of Listing Regulation.
8. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important, including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
9. Any material default in financial obligations by the Company; and
10. Any significant or important matters affecting the business of the Company.

#### **Vigil Mechanism / Whistle-Blower Policy:**

Our Company has adopted Whistle-Blower Policy that provides a formal vigil mechanism for Directors and Employees to report genuine concerns about the unethical behaviour, actual or suspected frauds of violation of the Company's Code of Conduct or Ethics Policy. The said mechanism also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No personnel has been denied access to the Audit Committee. The policy provides for adequate safeguards against victimisation and all personnel have access to the Audit Committee. The Whistle-Blower Policy is available on the Company's website at [https://www.grasim.com/upload/pdf/whistle\\_blower\\_policy.pdf](https://www.grasim.com/upload/pdf/whistle_blower_policy.pdf). The Policy is in line with the Company's Code of Conduct, Vision and Values.

## **2. Nomination and Remuneration Committee**

### **Composition, Meetings and Attendance**

The Nomination and Remuneration Committee ('NRC') comprises of 3 Independent Directors and 1 Non-executive Director. The composition of the NRC complies with the requirements of the Listing Regulations and the Act.

During the year, 4 (Four) NRC meetings were held on 22<sup>nd</sup> May 2024, 9<sup>th</sup> August 2024, 27<sup>th</sup> August 2024 and 10<sup>th</sup> February 2025.

All the recommendations of the NRC have been accepted by the Board.

The details of composition and attendance of the members at the NRC meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### **Name of the Members and Attendance**

##### **MS. ANITA RAMACHANDRAN**

Independent Director  
Chairperson



##### **MR. KUMAR MANGALAM BIRLA**

Non-Executive Director



##### **MR. CYRIL SHROFF\***

Independent Director



##### **MR. HAIGREVE KHAITAN#**

Independent Director



##### **MR. ADESH KUMAR GUPTA**

Independent Director



#### **No. of Meetings**

- Held during the tenure
- Attended

\*Ceased to be the member of the Committee w.e.f. 22<sup>nd</sup> August 2024

#Appointed as member of the Committee w.e.f. 26<sup>th</sup> September 2024

During the year, the NRC was reconstituted on 9<sup>th</sup> August 2024.

## Report on Corporate Governance (Contd.)

### Brief Description of the Terms of Reference

1. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulate the criteria for effective evaluation of performance of the Board, its Committees and individual Directors and review its implementation and compliance;
3. Devise a policy on diversity of the Board;
4. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. To consider whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
6. Set the level and composition of remuneration which is reasonable and sufficient to attract, retain and motivate Directors and Senior Management of the quality required to run the Company successfully;
7. Set the relationship of remuneration to performance;
8. Check whether the remuneration provided to Directors, Key Managerial Personnel and Senior Management includes a balance between fixed and incentives pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals;
9. Review and implement succession plans for Managing Director, Executive Directors and Senior Management;
10. Review and make recommendations to the Board with respect to any incentive-based compensation and equity-based plans that are subject to the Board or shareholder approval (including broad-based plans); and
11. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

### Performance Evaluation

The Board carries out annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Committees as mandated under the Act, the Listing Regulations and the Executive Remuneration Policy of the Company, as amended from time to time. The performance evaluation of

Non-independent Directors and the Board as a whole was carried out by the Independent Directors. The performance of the Chairman of the Board was also reviewed, taking into account the views of the Executive, Non-executive and Independent Directors.

The evaluation is based on criteria which includes, among others, attendance and preparedness for the meetings, participation in deliberations, understanding the Company's business and that of the industry and guiding the Company in decisions affecting the business and additionally based on the roles and responsibilities as specified in Schedule IV of the Act.

Structured questionnaires were circulated to the Directors for providing feedback on functioning of the Board, Committees and the Chairman of the Board. Based on the inputs received, action plans are drawn up in consultation with the Directors to encourage greater participation and deliberations at the meetings and bringing to the table their experience and guidance in further improving the performance of your Company.

The performance of the Independent Directors is evaluated, with emphasis on:

- Time invested in understanding our Company and its unique requirements;
- External knowledge and perspective;
- Views expressed on the issues discussed at the Board; and
- Keeping updated on areas and issues that are likely to be discussed at the Board.

### Remuneration Policy

The Board has, on the recommendation of the NRC, framed a policy on Remuneration of Directors and Senior Management Personnels, which is available on the Company's website at <https://www.grasim.com/upload/pdf/ABG-executive-remuneration-philosophy-policy.pdf>. Performance Review System is primarily based on competencies and values. The Company closely monitors growth and development of top talent in the Company to align personal aspiration with the organisation's goal.

### Remuneration of Directors and Others

Our Company's executive remuneration philosophy supports the design of programmes that align executive rewards including incentive programmes, retirement benefit programmes promotion and advancement opportunities, with the long term success of our Company's stakeholders.

The executive remuneration policy is designed to attract, retain, and reward talented executives who contribute to our Company's long-term success and thereby build value



for stakeholders. It is intended to provide for monetary and non-monetary remuneration elements on a holistic basis; emphasise “pay for performance” by aligning incentives with business strategies to reward executives who achieve or exceed business and individual goals.

Executive pay practices and levels are dynamically tracked and aligned with peer companies in similar industries, geographies, size and function. Our Company aims to provide competitive remuneration opportunities to its executives by positioning target total remuneration (including perks and benefits, annual incentive pay-outs, long-term incentive payouts at target performance) and target total cash compensation (including annual incentive pay-outs) at target performance directionally between median and top quartile of the primary talent market. It recognises the size and scope of the role and the market standing, skills and experience of incumbents while positioning its executives. Our Company uses secondary market data only as a reference point for determining the types and amount of remuneration while principally believing that target total remuneration packages should reflect the typical cost of comparable executive talent available in the sector.

The remuneration involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of our Company and its goals. A material proportion of compensation for Senior Management is performance based - 25% to 40% of compensation. It increases as the employee grows in the organisation and takes up roles of higher responsibility. The more senior the role, the weightage of business performance on the variable pay also increases in comparison to unit performance and individual performance. This ensures a competitive pay-mix which aims to strike the appropriate balance between key components: (i) Fixed Cash compensation (Basic Salary + Allowances) (ii) Annual Incentive Plan (iii) Long-Term Incentives (iv) Perks and Benefits.

Annual incentive plan pay-outs of executives are linked to relevant financial and operational metrics achievement, ESG performance and their individual performance. Financial and operational metrics are annually aligned with priorities / focus areas for the business. Long-term incentive plans incentivise stretch performance, link executive remuneration to sustained long term growth

and act as a retention and reward tool. Stock options are used as the primary long-term incentive vehicles as our Company believes that they best align executive incentives with stakeholder interests. Our Company also grants performance stock units as a secondary long-term incentive vehicle, to motivate and retain its executives. The ratio of stock options and performance stock units is generally 75:25.

Our Company has integrated climate change and sustainability targets in the key responsibility areas (“KRAs”) of the Executive Director and Senior Management Personnel. Thus, emission reduction targets and other improvement targets related to climate change are also linked with the incentives provided.

### Non-executive Directors’ Remuneration

Based on the recommendation of the NRC Committee, all decisions relating to remuneration of Directors are taken by our Company’s Board in accordance with the shareholder’s approval, wherever necessary.

Sitting fees are paid as under:

Board/Committee	Sitting Fee Per Meeting (₹)
Board	50,000/-
Audit Committee and Rights Issue Committee 2023	25,000/-
All other Committees	20,000/-

In addition to the sitting fees, our Company also pays commission to the Non-executive Directors of an amount not exceeding 1% per annum of the net profit of our Company. The amount of commission payable is determined after assigning weightage to various factors, which, *inter alia*, include providing strategic perspective, Chairmanship and contributions made by the Directors, type of meeting and responsibilities under various statutes, performance evaluation, etc. Based on the performance evaluation of each Director and the remuneration policy, the Board has recommended an amount of ₹ 250 lakh as commission to be paid to the Non-executive Directors for the financial year 2024-25.

## Report on Corporate Governance (Contd.)

Details of remuneration paid / to be paid to the Non-executive Directors for FY 2024-25 are as under:

(₹ in lakh)		
Name of the Directors	Commission	Sitting Fees (for Board and the Committees)
Mr. Kumar Mangalam Birla	-	3.30
Smt. Rajashree Birla <sup>1</sup>	53	2.90
Ms. Ananyashree Birla	10	2.50
Mr. Aryaman Vikram Birla	12	3.00
Ms. Anita Ramachandran	24	4.60
Mr. N. Mohan Raj	26	5.10
Mr. Yazdi Piroj Dandiwalā	21	4.05
Mr. Ashvin Dhirajlal Parekh <sup>2</sup>	9	1.90
Mr. V. Chandrasekaran	32	6.85
Mr. Adesh Kumar Gupta	22	5.15
Mr. Haigreve Khaitan <sup>3</sup>	5	1.20
Mr. Mukkavilli Jagannath <sup>4</sup>	4 <sup>\$</sup>	1.00 <sup>\$</sup>
Mr. Sushil Agarwal	12	3.00
Dr. Thomas M. Connelly, Jr. <sup>5</sup>	10	2.20
Mr. Cyril Shroff <sup>5</sup>	4	0.70
Mr. Raj Kumar <sup>6</sup>	6 <sup>*</sup>	1.50 <sup>*</sup>
<b>Total</b>	<b>250</b>	<b>48.95</b>

<sup>1</sup> Smt. Rajashree Birla, leads the entire CSR initiatives and monitors its implementation for the Company. She is deeply involved in identifying and planning the areas of social impact and then closely monitors the progress of such CSR activities. For her exemplary contributions, she has won many awards and accolades the most outstanding one has been that of the Government of India which bestowed the 'Padma Bhushan' Award in 2011 on Smt. Rajashree Birla in the area of 'Social Work'. Profile of Smt. Rajashree Birla, mentioned above highlights her social work.

<sup>2</sup> Appointed as an Independent Director w.e.f. 23<sup>rd</sup> August 2024.

<sup>3</sup> Appointed as an Independent Director w.e.f. 26<sup>th</sup> September 2024.

<sup>4</sup> Appointed as Non-executive Director w.e.f. 26<sup>th</sup> September 2024.

<sup>5</sup> Ceased to be an Independent Director w.e.f. 22<sup>nd</sup> August 2024.

<sup>6</sup> Mr. Raj Kumar, who was liable to retire by rotation at the 77<sup>th</sup> Annual General Meeting of the Company did not offer himself for re-appointment.

<sup>\$</sup> Sitting fees of ₹ 1 lakh and commission for 2024-25 will be paid to LIC.

<sup>\*</sup> Sitting fees of ₹ 1.50 lakh paid to Mr Raj Kumar and commission for FY 2024-25 will be paid to LIC.

### Notes:

There were no pecuniary relationships or transactions between our Company and its Non-executive / Independent Directors during the year.

### Remuneration to Executive Directors

The NRC Committee while recommending to the Board the remuneration of Executive Director, considers the performance of the business, individual performance, practices followed in other similar sized companies, among

others, while also ensuring that the remuneration is in compliance with the terms and conditions of appointment as approved by the Members. All decisions relating to the remuneration of Executive Director are taken by the Board based on the remuneration policy and in terms of the resolution passed by the Members of our Company.

### The details of remuneration paid to the Executive Director are as follows:

Name of the Executive Director	Salary, Benefits, Bonus, Pension, etc., paid during the Year (₹ in lakh)	Performance-linked Incentive paid during the Year <sup>1</sup> (₹ in lakh)	Perquisite value of stock options/RSUs exercised during the year (₹ in lakh)
Mr. Hari Krishna Agarwal, Managing Director	1,010.39	375.06	89.05

- The Board has approved payment of performance - linked variable pay for the FY 2023-24 as aforesaid to the Managing Director on achievement of the target.
- Service Contract, Notice Period and Severance Fee:** The Managing Director's appointment may be terminated by three months' notice in writing on either side and no severance fees is payable to the Managing Director of the Company.
- During the period under review, in terms of the Company's Employee Stock Option and Performance Stock Unit ('PSU') Scheme 2022 (ESOS 2022), Mr. Hari Krishna Agarwal has been granted 42,788 Options and 5,211 PSUs. No Options and Restricted Stock Units ('RSUs') have lapsed in terms of the Company's Employee Stock Option Scheme 2018 (ESOS 2018). In terms of the Company's ESOS 2018, Mr. Hari Krishna Agarwal has exercised 4,743 Options.

### Employee Stock Options Scheme (ESOS)

#### a) ESOS-2013

During the year, the Stakeholders' Relationship Committee of the Board allotted 30,440 equity shares of ₹ 2 each of the Company to Stock Option Grantees, pursuant to the exercise of the Stock Options and RSUs under ESOS-2013. During the year, ESOS-2013 has been completed.

#### b) ESOS- 2018

During the year, 3,62,685 equity shares were transferred from the Grasim Employees' Welfare Trust ('Trust') account to the employees account due to exercise of Stock Options and RSUs by the grantees under ESOS-2018.





### c) ESOS 2022

During the year, the NRC of the Board approved grant of 3,54,938 Stock Options and 98,137 PSUs to the eligible employees, including Managing Director of the Company, under ESOS-2022.

During the year, 11,703 equity shares were transferred from the Trust account to the employees account due to exercise of Stock Options and RSUs by the grantees under ESOS-2022.

The ESOS-2018 and ESOS-2022 are being administered through the Trust.

The details of Stock Options and RSUs granted pursuant to ESOS-2013 and ESOS-2018 and Stock Options and PSUs granted pursuant to ESOS-2022, and the other disclosures in compliance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on our Company's website at <https://www.grasim.com/Upload/PDF/esos-disclosure-2024.pdf>.

A certificate from the Secretarial Auditor, with respect to implementation of our Company's ESOS, will be available at the ensuing AGM for inspection by the Members.

#### Directors and Officers Insurance:

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has in place a Directors and Officers Insurance Policy ('D&O') for all its Directors (including Independent Directors) and Members of the Senior Management for such quantum and for such risks as determined by the Board.

## 3. Stakeholders' Relationship Committee

#### Composition, Meeting and Attendance

The Stakeholders' Relationship Committee ('SRC') comprises of 2 Independent Director and 1 Executive Director. The composition of the SRC complies with the requirements of the Listing Regulations and the Act.

During the year, 2 (Two) SRC meetings were held on 22<sup>nd</sup> October 2024 and 18<sup>th</sup> March 2025.

The details of composition and attendance of the members at the SRC meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**MS. ANITA RAMACHANDRAN**  
Independent Director  
Chairperson

● ●  
● ●

**MR. YAZDI PIROJ DANDIWALA**  
Non-executive Director

● ●  
● ●

**MR. HARIKRISHNA AGARWAL\***  
Executive Director

● ●  
●

#### No. of Meetings

● Held during the tenure

● Attended

\*Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

During the year, the SRC was reconstituted on 10<sup>th</sup> February 2025.

#### Brief Description of the Terms of Reference

- To monitor complaints received by the Company from its Shareholders, Debenture holders, other security holders, Securities and Exchange Board of India ('SEBI'), Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. and action taken by the Company for redressing the same;
- To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board from time to time;
- To approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialisation, rematerialisation, etc. of shares, debentures and other securities;
- To authorise Officers of the Company to approve requests for transposition, deletion, consolidation, sub-division, change of name, dematerialisation, rematerialisation, etc. of shares, debentures and other securities;
- To approve and ratify the action taken by the authorised officers of the Company in compliance of the requests received from the shareholders / investors for issue of duplicate/ replacement / consolidation / sub-division, dematerialisation, rematerialisation and other purposes for the shares, debentures and other securities of the Company;

## Report on Corporate Governance (Contd.)

6. To monitor and expedite the status and process of dematerialisation and rematerialisation of shares, debentures and other securities of the Company;
7. To give directions for monitoring the stock of blank stationery and for printing of stationery required by the Secretarial Department of the Company from time to time for issuance of share certificates, debenture certificates, allotment letters, dividend warrants, pay orders, cheques and other related stationery;
8. To review the measures taken to reduce the quantum of unclaimed dividend / interest and ensuring timely receipt of dividend warrants/ Annual Reports/ statutory notices by the shareholders of the Company;
9. To resolve grievances of security holders including complaints related to transfers / transmission of shares, non-receipt of Annual Report, non-receipt of dividends, issue of new / duplicate certificates, general meetings, etc.;
10. To review measures taken for effective exercise of voting rights by shareholders;
11. To review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Transfer Agent; and
12. To perform such other acts, deeds, and things as may be delegated to the Committee by the Board from time to time.

### Shareholders' Complaints

The number of shareholders' complaints received and resolved as on 31<sup>st</sup> March 2025 is given in the 'Shareholders' Information' section, which forms an integral part of this Annual Report.

### Compliance Officer

Mr. Sailesh Kumar Daga, Company Secretary acts as the Compliance Officer of the Company. The Compliance Officer briefs the SRC on the grievances / queries of the investors and the steps taken by the Company for redressing their grievances. The Compliance Officer can be contacted at: Grasim Industries Limited, Aditya Birla Centre, 'A' Wing, 2<sup>nd</sup> Floor, S. K. Ahire Marg, Worli, Mumbai – 400 030 Tel: +91-22-66525000, +91-22-24995000, E-mail: [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com)

## 4. Corporate Social Responsibility Committee

### Composition, Meeting and Attendance

The Corporate Social Responsibility Committee ('CSR Committee') comprises of 1 Non-executive Director, 1 Independent Director and 1 Executive Director. The Composition of the CSR Committee complies with the requirements of the Act. The CSR Committee recommends to the Board the CSR activities to be undertaken during the year and the amount to be spent on these activities and monitor its progress.

During the year, 2 (Two) CSR Committee meetings were held on 14<sup>th</sup> November 2024 and 19<sup>th</sup> March 2025.

The CSR Report forms an integral part of this Annual Report.

All the recommendations of the CSR Committee have been accepted by the Board.

The details of composition and attendance of the members at the CSR Committee meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**SMT. RAJASHREE  
BIRLA**

Non-executive Director  
Chairperson

**MS. ANITA  
RAMACHANDRAN**

Independent Director

**MR. HARIKRISHNA  
AGARWAL\***

Executive Director

#### No. of Meetings

- Held during the tenure
- Attended

\*Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

During the year, the CSR Committee was reconstituted on 10<sup>th</sup> February 2025.

Dr. Pragnya Ram, Group Executive President, CSR is a permanent invitee to the CSR Committee meetings.



## 5. Risk Management and Sustainability Committee

### Composition, Meeting and Attendance

The Risk Management and Sustainability Committee ('RMSC') comprises of 3 Independent Directors, 1 Executive Director and 3 Senior Executives of the Company. The Composition of RMSC complies with the requirements of the Listing Regulations.

During the year, 3 (Three) meetings of the RMSC were held on 27<sup>th</sup> June 2024, 16<sup>th</sup> October 2024 and 17<sup>th</sup> March 2025.

The Board's Report and Management Discussion and Analysis Report set out the risks identified and mitigation plans thereof.

The details of composition and attendance of the members at the RMSC meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

<b>MR. N. MOHAN RAJ</b> Independent Director Chairman	● ● ● ● ● ●
<b>DR. THOMAS M. CONNELLY, JR.*</b> Independent Director	● ●
<b>MR. ASHVIN PAREKH#</b> Independent Director	● ● ● ●
<b>MR. V. CHANDRASEKARAN</b> Independent Director	● ● ● ● ● ●
<b>MR. HARIKRISHNA AGARWAL\$</b> Executive Director	● ● ● ● ● ●
<b>MR. JAYANT V. DHOBLEY</b> Business Head - CFI	● ● ● ● ● ●
<b>MR. RAKSHIT HARGAVE\$</b> CEO - Paints	● ● ● ● ● ●
<b>MR. KAPIL AGARWAL</b> Business Head - Textile	● ● ● ● ● ●

#### No. of Meetings

- Held during the tenure
- Attended

\*Ceased to be the member of the Committee w.e.f. 22<sup>nd</sup> August 2024

#Appointed as the member of the Committee w.e.f. 23<sup>rd</sup> August 2024

\$Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

During the year, the RMSC was reconstituted on 9<sup>th</sup> August 2024 and 10<sup>th</sup> February 2025.

The Chief Financial Officer and Chief Sustainability Officer are the Permanent Invitees to the RMSC Meetings.

Recommendations, if any, of the RMSC have been accepted by the Board.

## Report on Corporate Governance (Contd.)

### Brief Description of the Terms of Reference

1. To formulate Risk Management Policy and implement Risk Management Framework for identifying, assessing, monitoring, reviewing and devising mitigation plans in respect of the internal and external risks associated with the Company including financial, operational, sectoral, sustainability, cyber security risks, or any other risk;
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To review Risk Management Policy from time to time;
4. Overseeing the Company's sustainability performance and ensuring adequacy of the Company's sustainability framework;
5. Advising the Board on sustainability policies and management systems;
6. Ensuring effective implementation of governance, advocacy and public relation mechanisms and practices related to Sustainability;
7. Evaluating emerging sustainability risks in terms of intensity and impact, in turn, guiding the management on reasonable avoidance of adversities likely to pose a threat to sustained growth; and
8. Advising the Board to enable it to discharge its responsibilities, having regard to the law and the expected international standards of sustainability and stakeholder governance.

## 6. Finance Committee

### Composition, Meetings and Attendance

The Finance Committee of the Board of Directors comprises of 2 Independent Director and 1 Executive Director.

During the year, 3 (Three) Finance Committee meetings were held on 9<sup>th</sup> October 2024, 11<sup>th</sup> December 2024 and 18<sup>th</sup> March 2025.

The details of composition and attendance of the members at the Finance Committee meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**MR. HARIKRISHNA  
AGARWAL\***  
Executive Director  
Chairman

● ● ●  
● ●

**MR. ADESH KUMAR  
GUPTA**  
Independent Director

● ● ●  
● ● ●

**MR. V  
CHANDRASEKARAN**  
Independent Director

● ● ●  
● ● ●

#### No. of Meetings

- Held during the tenure  
● Attended

\*Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

During the year, the Finance Committee was reconstituted on 10<sup>th</sup> February 2025.

The Finance Committee is authorised to exercise all powers and discharge all functions relating to working capital management, foreign currency contracts, operation of bank accounts and authorising officers of the Company to deal in matters relating to GST, Income Tax, Customs and any other matters as delegated by the Board from time to time.



## 7. PIT Regulation Committee

### Composition, Meetings and Attendance

The PIT Regulation Committee comprises of 2 Independent Directors and 1 Executive Director.

During the year, 2 (Two) PIT Regulation Committee Meetings were held on 22<sup>nd</sup> October 2024 and 18<sup>th</sup> March 2025.

The details of composition and attendance of the members at the PIT Regulation Committee Meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**MR. V.  
CHANDRASEKARAN**  
Independent Director  
Chairman



**MR. YAZDI PIROJ  
DANDIWALA**  
Independent Director



**MR. HARIKRISHNA  
AGARWAL\***  
Executive Director



#### No. of Meetings

- Held during the tenure
- Attended

\*Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

During the year, the PIT Regulation Committee was reconstituted on 10<sup>th</sup> February 2025.

## 8. Rights Issue Committee

### Composition, Meetings and Attendance

The Rights Issue Committee – 2023 (“RIC”) comprises of 2 Independent Directors and 1 Executive Director.

During the year, 3 (Three) RIC Meetings were held on 9<sup>th</sup> August 2024, 14<sup>th</sup> November 2024 and 6<sup>th</sup> February 2025.

The details of composition and attendance of the members at the RIC meetings held during the financial year ended 31<sup>st</sup> March 2025 are as given below:

#### Name of the Members and Attendance

**MR. V.  
CHANDRASEKARAN**  
Independent Director



**MR. ADESH KUMAR  
GUPTA**  
Independent Director



**MR. HARIKRISHNA  
AGARWAL\***  
Executive Director



#### No. of Meetings

- Held during the tenure
- Attended

\*Ceased to be the member of the Committee w.e.f. 31<sup>st</sup> March 2025

The RIC was dissolved w.e.f. 31<sup>st</sup> March 2025.

The Company Secretary acts as the Secretary to all the above mentioned Committees.



## Report on Corporate Governance (Contd.)

### Details of Key Managerial Personnel and Senior Management, including changes during the year:

Sr No	Name	Designation
<b>Key Managerial Personnel</b>		
1	Mr. Pavan Kumar Jain	Chief Financial Officer
2	Mr. Sailesh Kumar Daga	Company Secretary & Compliance Officer
<b>Senior Management*</b>		
3	Mr. Kapil Agrawal	Business Head - Textiles
4	Mr. Rajesh Balakrishnan	Chief Executive Officer – Specialty Chemicals
5	Mr. Saugata Chakravarty	Chief Legal Officer
6	Mr. Omprakash Chitlange (Till 27 <sup>th</sup> January 2025)	Chief Executive Officer – Cellulosic Fashion Yarn
7	Mr. Jayant V Dhobley	Business Head – Chemicals, Cellulosic Fashion Yarn and Insulators
8	Mr. Jayant Dua	Business Head – Solar & Textiles
9	Mr. Satyaki Ghosh (w.e.f. 28 <sup>th</sup> January 2025)	Chief Executive Officer – Cellulosic Fashion Yarn
10	Mr. Rakshit Hargave	Chief Executive Officer – Paints
11	Mr. Himanshu Kapania	Business Head - Paints
12	Mr. Manoj Kedia	Chief Financial Officer – Chemicals, Cellulosic Fashion Yarn and Insulators
13	Mr. Suresh Kodali	Chief Operating Officer – Cellulosic Fibre
14	Mr. Sandeep Komaravelly	Chief Executive Officer – Birla Pivot (B2B E-Commerce)
15	Mr. Vadiraj Kulkarni (w.e.f. 1 <sup>st</sup> October 2024)	Business Head – Cellulosic Fibre
16	Mr. Ashok Machher	Chief Financial Officer – Textiles
17	Ms. Anupama Mohan	Chief Human Resource Officer – Cellulosic Fibre
18	Mr. Anindya Mukherjee	Chief Information Officer – Cellulosic Fibre
19	Dr. Aspi Patel	Chief Technology Officer – Cellulosic Fibre
20	Mr. Anil Rustogi	Chief Financial Officer – Cellulosic Fibre
21	Mr. Manmohan Singh	Chief Marketing Officer – Cellulosic Fibre
22	Mr. Surya Valluri	Chief Sustainability Officer
23	Mr. Sanjay Kumar Verma	Unit Head – Cellulosic Fibre, Kharach and Vilayat

\*In alphabetical order.

### Subsidiary Companies

UltraTech Cement Limited ('UTCL') and Aditya Birla Capital Limited ('ABCL') are the material listed subsidiaries of the Company. The Company does not have any material unlisted Indian subsidiary Company as defined under the Listing Regulations. The Company has formulated a Policy for Determining Material Subsidiaries, which is available on the Company's website at [https://www.grasim.com/upload/pdf/Grasim\\_Policy\\_Material\\_Subsiary\\_Cos.pdf](https://www.grasim.com/upload/pdf/Grasim_Policy_Material_Subsiary_Cos.pdf).

The Audit Committee reviews the financial statements of the subsidiary companies and, in particular, the investments made by the unlisted subsidiary companies. The minutes of the Board meetings as well as statements of all significant transactions of the unlisted subsidiary companies are placed before the Board of the Company for its review.



## General Body Meetings

Details of the General Meetings of the Company held during the last 3 years are as follows:

Financial Year/Type of Meeting	Date and Time	Location	Particulars of Special Resolution
2021-22 NCLT Convened Meeting	16 <sup>th</sup> April 2021, 3:00 p.m. (Equity Shareholders) 4:00 p.m. (Secured Creditors) 5:00 p.m. [Unsecured Creditors (including unsecured debenture holders)]	Through Video Conference/ Other Audio-Visual Means	<ul style="list-style-type: none"> <li>Approval of the Scheme of Arrangement between Grasim Industries Limited and Indorama India Private Limited and their respective shareholders and creditors.</li> </ul>
2021-22 75 <sup>th</sup> Annual General Meeting	29 <sup>th</sup> August 2022, 11:30 a.m.	Through Video Conference/ Other Audio-Visual Means	<ul style="list-style-type: none"> <li>Continuation of Smt. Rajashree Birla as a Non-executive Director of the Company.</li> <li>Continuation of Mr. Shailendra K. Jain as a Non-executive Director of the Company.</li> <li>Appointment of Ms. Anita Ramachandran as an Independent Director for a second term.</li> <li>Adoption of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022.</li> <li>Extending the benefits of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the Group companies, including subsidiary and associate companies of the Company.</li> <li>Approval of (a) the use of the trust route for the implementation of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (the Scheme 2022); (b) secondary acquisition of the equity shares of the Company by the trust; and (c) grant of financial assistance/ provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2022.</li> </ul>
2022-23 76 <sup>th</sup> Annual General Meeting	25 <sup>th</sup> August 2023 11:30 a.m.	Through Video Conference/ Other Audio-Visual Means	-
2023-24 77 <sup>th</sup> Annual General Meeting	20 <sup>th</sup> August 2024 11:00 a.m.	Through Video Conference/ Other Audio-Visual Means	<ul style="list-style-type: none"> <li>Continuation of Smt. Rajashree Birla (DIN: 00022995) as a Non-executive Director of the Company.</li> <li>Appointment of Mr. Haigreve Khatian (DIN: 00005290) as an Independent Director of the Company.</li> <li>Appointment of Mr. Ashvin Dhirajlal Parekh (DIN: 06559989) as an Independent Director of the Company.</li> </ul>

# Report on Corporate Governance (Contd.)

## Postal Ballot

### i. Details of special resolutions passed by Postal ballot:

The Company has conducted a postal ballot dated 15<sup>th</sup> March 2024 for appointment of Mr. N. Mohan Raj as an Independent Director of the Company for a second term, results of which were announced on 17<sup>th</sup> April 2024.

### ii. Details of Voting Pattern:

Mode of Voting	Total Shares	No. of votes polled	In favour		Against	
			No. of Votes	% of Votes	No. of Votes	% of Votes
E-Voting	66,18,57,651	48,23,54,585	42,74,66,337	88.62	5,48,88,248	11.38

### iii. Person who conducted the aforesaid postal ballot exercise:

Ms. Shivangini Gohel, Practicing Company Secretary (ACS 25740 & C.P. No. 9205) conducted the aforesaid postal ballot exercise in a fair and transparent manner.

### iv. Whether any special resolution is proposed to be conducted through postal ballot:

The following Special Resolutions are proposed to be passed by way of Postal Ballot:

- Appointment of Mr. Himanshu Kapania (DIN: 03387441) as a Managing Director of the Company.
- Payment of remuneration to Mr. Harikrishna Agarwal (DIN:09288720), former Managing Director of the Company.

### v. Procedure followed for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and Regulation 44 of the Listing Regulations, Secretarial Standard-2 on General Meetings ('SS-2') read with the Rules framed thereunder and read with the General Circular nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated 25<sup>th</sup> September 2023, respectively issued by the Ministry of Corporate Affairs.

Results are displayed on the Company's website at <https://www.grasim.com/investors/results-reports-and-presentations> and at [www.adityabirla.com](http://www.adityabirla.com)

- After the quarterly Financial Results approved the Company organises earnings call with the analysts and investors and the transcripts of the same are thereafter uploaded on the website at <https://www.grasim.com/investors/results-reports-and-presentations>.
- Disclosures pursuant to various provisions of the Listing Regulations, as applicable, are promptly communicated to the Stock Exchanges where the securities of the Company are listed, and are also displayed on the Company's website at <https://www.grasim.com/investors/results-reports-and-presentations>.
- The Company has engaged KFin Technologies Limited to enable Members to attend the AGM through video conference ('VC')/other audio-visual means ('OAVM') or view the live webcast of the AGM at <https://emeetings.kfintech.com>.

## Disclosures

### (i) Details of materially significant Related Party Transactions that may have a potential conflict with the interest of the Company at large

During the year, no material transactions with any related party as defined under the Act and the Listing Regulations have been entered into, which have a potential conflict with the interest of the Company at large. All contracts/ arrangements/ transactions entered into by the Company with its related parties were on an arm's-length basis and in the ordinary course of business. All related party transactions have prior approval of the Audit Committee and are reviewed by the Audit Committee on a quarterly basis. Attention of the members is drawn to Note No.4.5 of the Standalone Financial Statements, forming part of this Integrated Annual Report, which sets out the related party disclosures.

## Means of Communication

- Copies of the press release, quarterly presentations on the Company's performance, official news release and presentation made to Institutional Investors/Analysts are hosted on the Company's website at [www.grasim.com](http://www.grasim.com) and the Group's website at [www.adityabirla.com](http://www.adityabirla.com).
- Quarterly Results: Results are generally published in:

Newspaper	Cities of Publication
Business Standard	All Editions
Nai Dunia	Indore Edition



The Policy on Related Party Transactions, as approved by the Audit Committee and the Board is available on the Company's website at [https://www.grasim.com/upload/pdf/Grasim\\_policy\\_on\\_RPT.pdf](https://www.grasim.com/upload/pdf/Grasim_policy_on_RPT.pdf).

**(ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years**

The Company has complied with all the provisions of Listing Regulations as well as other regulations and guidelines of the SEBI. There have been no instances of non-compliance by the Company on any matters related to capital markets during the last 3 years and, hence, no penalty or strictures are imposed by SEBI or the Stock Exchanges or any Statutory Authority.

**(iii) Appointment / Re-appointment of Directors**

Details of the Directors seeking appointment / re-appointment are provided in the Notice of the ensuing AGM.

**(iv) Confirmation of criteria of Independence**

Our Company's Board confirms that the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

**(v) Details of utilisation of funds raised through preferential allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the Listing Regulations**

During the year, the Company has not raised funds through preferential allotment or Qualified Institutions

The details of fees paid to Statutory Auditors are as under:

Placement as specified under Regulation 32(7A) of the Listing Regulations.

The funds raised by the Company through Rights Issue, have been utilised towards object of the Issue as stated in the Letter of Offer dated 4<sup>th</sup> January 2024.

**(vi) Management Discussion and Analysis/ Disclosure of Accounting Treatment**

a) Management Discussion and Analysis is given in a separate section forming an integral part of this Integrated Annual Report and is in accordance with the requirements laid out in the Listing Regulations.

b) The Company follows all relevant Accounting Standards while preparing the Financial Statements.

**(vii) Certification by Practicing Company Secretary**

As per the Listing Regulations, the Company has obtained a certificate from the Company Secretary in practice that none of the Directors on the Board of the Company has been debarred or disqualified, from being appointed or continuing as Directors, by SEBI / Ministry of Corporate Affairs ('MCA') or any such authority and the same is appended as an Annexure to this Report.

**(viii) Total Fees paid to Statutory Auditors**

For the year ended 31<sup>st</sup> March 2025, our Company and its subsidiaries have paid a consolidated sum of ₹ 17.31 crore to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part.

				₹ in crore
Sr. No	Entity Name	KKC & Associates LLP and its affiliates	BSR & Co. LLP and its affiliates	Total
1	Grasim Industries Limited			
	Audit	2.50	2.50	5.00*
	Others	0.02	0.07	0.09
	<b>Total</b>	<b>2.52</b>	<b>2.57</b>	<b>5.09</b>
	<b>Subsidiaries</b>			
2	UltraTech Cement Limited	3.68	4.87	8.55
3	Aditya Birla Capital Limited	0.14	0.42	0.56
4	Other Subsidiaries	3.11	NIL	3.11
	<b>Grand Total</b>	<b>9.45</b>	<b>7.86</b>	<b>17.31</b>

\*excluding ₹ 0.10 crore paid to Branch Auditor, Singhi and Co.

## Report on Corporate Governance (Contd.)

### (ix) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Our Company is committed to provide a work environment that ensures every employee is treated with dignity, respect and afforded equal treatment. As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, our Company has formed an Internal Committee to address complaints pertaining to sexual harassment in the workplace. The policy mandates prevention of sexual harassment and to ensure a free and fair enquiry process with clear timelines for resolution. To build awareness, our Company has

been conducting online training programmes on a periodic basis.

Details of complaints under POSH Act are as under:

- a) Number of complaints at the beginning of the financial year: 1
- b) Number of complaints filed during the financial year: 12
- c) Number of complaints disposed of during the financial year: 11
- d) Number of complaints pending as at end of the financial year: 2

### (x) Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

There have been no loans or advances extended by the Company or its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.

### (xi) Details of material subsidiaries of the listed entity

Sr. No.	Name of the material subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor(s)	Date of appointment of Statutory Auditor(s)
1	Aditya Birla Capital Limited	15/10/2007	Veraval, Gujarat	M/s. M. M. Nissim & Co LLP, Chartered Accountants	16 <sup>th</sup> August 2024
2	UltraTech Cement Limited	24/08/2000	Mumbai, Maharashtra	M/s. BSR & Co. LLP, Chartered Accountants, M/s. KKC & Associates LLP, Chartered Accountants	12 <sup>th</sup> August 2020 18 <sup>th</sup> August 2021

### (xii) Disclosure of certain types of agreements binding listed entities

There are no agreements that require disclosure under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

### (xiii) CEO / CFO Certification

In terms of provisions of Regulation 17(8) of the Listing Regulations, certificate from Managing Director and Chief Financial Officer of the Company is appended as an Annexure to this Report.

### (xiv) Website

Our Company's website at [www.grasim.com](http://www.grasim.com) has a dedicated section for investor relations containing the Financial Results, Shareholding Pattern, Annual Reports, Quarterly Reports, updates/intimations filed with Stock Exchange(s), various policies adopted by the Board. Other general information like history of the Company, business carried out by the Company, details of the Board, Key Managerial Personnel and Business Heads of the Company, is also available on the Company's website.



**(xv) Status of Compliance of Non-mandatory Requirement**

- a) Our Company maintains a separate office for the Non-executive Chairman. All necessary infrastructure and assistance are made available to enable him to discharge his responsibilities.
- b) Financial results of the Company are being sent to the shareholders on quarterly basis through email.
- c) There are no audit qualifications on the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025.
- d) The position of the Chairman of the Board and the Managing Director is separate and the Chairman is a Non-executive Director and not related to Managing Director of the Company.
- e) The Internal Auditors have direct access to the Audit Committee and their representative participates in the Audit Committee meetings and present their observations to the Audit Committee when the internal audit matter is discussed.

**Report on Corporate Governance**

This Report on Corporate Governance forms an integral part of this Integrated Annual Report. The Company is fully compliant with all the provisions of the Listing Regulations, as applicable to the Company.

**Compliances**

1. The Company confirms the compliances with Corporate Governance requirements as specified in the Listing Regulations.
2. A Certificate from the Statutory Auditor, confirming compliance with all the conditions of Corporate Governance as stipulated in the Listing Regulations, is given as '**Annexure B**' to the Board's Report and forms part of this Integrated Annual Report.
3. There is a separate section for General Shareholder Information, which forms an integral part of this Integrated Annual Report.
4. Name and Designation of Compliance Officer: Mr. Sailesh Kumar Daga, Company Secretary.
5. During the year, all recommendations of the Committees of the Board, have been accepted by the Board.

# Report on Corporate Governance (Contd.)

## CODE OF CONDUCT

### DECLARATION

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct for Board Members and Senior Management for the year ended 31<sup>st</sup> March 2025.

Place: Mumbai  
Date: 22<sup>nd</sup> May 2025

**Himanshu Kapania**  
Managing Director  
DIN: 03387441

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## CEO / CFO CERTIFICATION

### The Board of Directors Grasim Industries Limited

#### We certify that:

- A. We have reviewed the Financial Statement read with the Cash Flow Statement of Grasim Industries Limited (**"the Company"**) for the year ended 31<sup>st</sup> March 2025 and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Company's Auditors and the Audit Committee of the Company's Board of Directors deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) significant changes in the internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the Notes to the Financial Statements;
  - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or other employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai  
Date: 22<sup>nd</sup> May 2025

**Himanshu Kapania**  
Managing Director  
DIN: 03387441

**Pavan Kumar Jain**  
Chief Financial Officer



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members of,**  
**Grasim Industries Limited**  
P.O. Birlagram, Nagda,  
Ujjain - 456331, Madhya Pradesh-

We, BNP & Associates have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Grasim Industries Limited having CIN: L17124MP1947PLC000410** and having its registered office at P.O. Birlagram, Nagda, Ujjain Madhya Pradesh 456331 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including verification of Directors Identification Number (DIN) status] in terms of the portal of Ministry of Corporate Affairs Government of India (MCA) [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and pursuant to explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below, for the financial year ended on 31<sup>st</sup> March 2025 have been debarred or disqualified from appointment or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or by any other statutory regulatory authority.

Sr. No.	DIN	Name of the Directors	Designation	Date of Appointment*
1.	00012813	Mr. Kumar Mangalam Birla	Chairman; Non-executive - Non-independent Director	14/10/1992
2.	00022995	Smt. Rajashree Birla	Non-executive - Non-independent Director	14/03/1996
3.	06625036	Ms. Ananyashree Birla	Non-executive - Non-independent Director	06/02/2023
4.	08456879	Mr. Aryaman Vikram Birla	Non-executive - Non-independent Director	06/02/2023
5.	00118188	Ms. Anita Ramachandran	Non-executive - Independent Director	14/08/2018
6.	00181969	Mr. Mohanraj Narendranathan Nair	Non-executive - Independent Director	12/07/2019
7.	01055000	Mr. Yazdi Piroj Dandiwal	Non-executive - Independent Director	06/02/2023
8.	06559989	Mr. Ashvin Dhirajlal Parekh	Non-executive - Independent Director	23/08/2024
9.	03126243	Mr. Venkatadri Chandrasekaran	Non-executive - Independent Director	24/05/2021
10.	00020403	Mr. Adesh Kumar Gupta	Non-executive - Independent Director	24/05/2021
11.	00005290	Mr. Haigreve Khaitan	Non-executive - Independent Director	26/09/2024
12.	10090437	Mr. Mukkavilli Jagannath	Non-executive - Non-independent Director	26/09/2024
13.	00060017	Mr. Sushil Agarwal	Non-executive - Non-independent Director	08/02/2024
14.	09288720	Mr. Harikrishna Agarwal	Executive Director, Managing Director	01/12/2021**

\*Date of appointment of Directors are as appearing on MCA Portal.

\*\*Early retirement of Mr. Harikrishna Agarwal as Managing Director and Key Managerial Personnel as well as Member of the Board of Directors of the Company with effect from the close of business hours of 31<sup>st</sup> March 2025;

Ensuring the eligibility of every director for appointment/continuity on the Board is the responsibility of the Management of the Company. We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management of the Company has conducted the affairs of the Company.

For **BNP & Associates**

Company Secretaries

[Firm Regn. No. P2014MH037400]

PR No.: - 6316 /2024

**Avinash Bagul**

Partner

FCS No.: 5578

COP No.:19862

Place: Mumbai

Date: 22<sup>nd</sup> May 2025

UDIN: F005578G000405439