



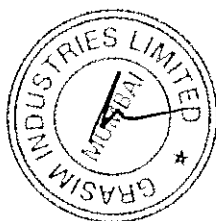
Compliance report with the requirements specified in Part-A of the circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Arrangement between Grasim Industries Limited and Aditya Birla Nuvo Limited and their respective shareholders and creditors

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/cmd/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes BSE Limited Certified copy of the Board Resolution is attached.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes - the Scheme of Amalgamation is attached
2.b	Valuation Report from Independent Chartered Accountant	Yes- the valuation report is attached
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes- the Report of Audit Committee recommending the draft of Scheme of Amalgamation if attached
2.d	Fairness opinion by merchant banker	Yes- attached
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes- attached
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes- attached
2.g	Compliance with requirements of Regulation 17 to 27 of Listing Regulation	Yes – attached
2.h	Complaints Report	Yes attached

(Contd. .. 2..)



3.	The equity shares sought to be listed are proposed to be allotted by the listed Issuer (Transferee Company) to the holders of securities of a listed entity (Transferor Company) pursuant to a scheme of amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Noted for compliance. The equity shares sought to be listed are proposed to be allotted by the listed Issuer (Transferee Company) to the holders of securities of a listed entity (Transferor Company) pursuant to a scheme of amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Noted for compliance. At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Noted for compliance The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable

For Grasim Industries Limited



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 16th August, 2016

