



GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda-456 331, Dist. Ujjain (M.P.), India

CIN: L17124MP1947PLC000410

Tel. No.: 07366-246760/66; Fax No.: 07366-244114/246024

E-mail: grasim.secretarial@adityabirla.com; Website: www.grasim.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 72nd Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held on Friday, 23rd August 2019 at 11.00 a.m. at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2019, and the Reports of the Board and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the financial year ended 31st March 2019.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Usha Sangwan (DIN: 02609263), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. To approve the continuation of Mr. Arun Thiagarajan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended from time to time, or any other applicable law, the Directorship of Mr. Arun Thiagarajan (DIN: 00292757) as a Non-Executive Independent Director on the Board of the Company be continued till the end of his term, i.e. up to 6th May 2021."

6. Re-appointment of Mr. Cyril Shroff as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. Cyril Shroff (DIN: 00018979), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires at the ensuing Annual General Meeting, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and

Remuneration Committee, to hold office for a second term of five consecutive years with effect from the conclusion of this Annual General Meeting up to 22nd August 2024.”

7. Re-appointment of Dr. Thomas M. Connelly, Jr. as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Dr. Thomas M. Connelly, Jr. (DIN: 03083495), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires at the ensuing Annual General Meeting, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years with effect from the conclusion of this Annual General Meeting up to 22nd August 2024.”

8. Re-appointment of Mr. O. P. Rungta as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations), Mr. O. P. Rungta (DIN: 00020559), Non-Executive Independent Director of the Company, whose present term of office as an Independent Director expires on 24th September 2019, and is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of five consecutive years with effect from 25th September 2019 up to 24th September 2024.”

9. Appointment of Mr. N. Mohanraj as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, (including any statutory modification(s) or re-enactment for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, the appointment of Mr. N. Mohanraj (DIN: 00181969), who was appointed by the Board of Directors of the Company, as a Non-Executive Independent Director of the Company with effect from 12th July 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect for a term of five consecutive years commencing from 12th July 2019 up to 11th July 2024, be and is hereby approved.”

10. Ratification of the remuneration of Cost Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 15 Lakh, plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. D.C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611) and remuneration not exceeding ₹ 2.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN- 100017), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending 31st March 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board



Hutokshi Wadia
President & Company Secretary

Place: Mumbai

Date: 12th July 2019

NOTES FOR MEMBERS' ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.

2. A person can act as proxy on behalf of, not exceeding, fifty (50) Members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. A Member, holding more than ten (10) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other member.

If a person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

3. During the period, beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the special businesses, set out at Item Nos. 5 to 10 of the Notice, is annexed hereto.
5. The Company's Statutory Auditors B S R & Co. LLP, Chartered Accountants and SRBC & Co. LLP, Chartered Accountants, were appointed as the Joint Statutory Auditors of the Company for a period of 5 years, at the AGM of the Company held on 23rd September 2016 and 22nd September 2017, respectively. Their appointment was subject to ratification by the Members at every subsequent AGM, post their appointment.

Pursuant to the Companies (Amendment) Act, 2017, effective from 7th May 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from Section 139 of the Companies Act, 2013.

In view of the above, no resolution is proposed for ratification of appointment of the Joint Statutory Auditors. As authorised by the Shareholders, at the 71st AGM, the Board of Directors (the Board), as recommended by the Audit Committee, has ratified the appointment of the Joint Statutory Auditors for their respective remaining terms, at such remuneration as may be mutually agreed between the Board and the Joint Statutory Auditors, from time to time. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their

- appointment and that they have not been disqualified in any manner from continuing as the Statutory Auditors.
6. Mr. B. V. Bhargava and Mr. M. L. Apte were appointed as Independent Directors of the Company at the AGM held on 6th September 2014, to hold office for a term of five consecutive years till the conclusion of the 72nd AGM. Mr. B. V. Bhargava and Mr. M. L. Apte, who will be completing their first term of appointment as Independent Directors at the conclusion of this AGM, have expressed their unwillingness to be re-appointed as Independent Directors for a second term of 5 years, due to personal reasons.
 7. Mr. Sushil Agarwal, Whole time Director and Chief Financial Officer (WTD & CFO) of the Company, has relinquished his role of WTD & CFO of the Company, with effect from the close of business hours on 30th June 2019. The vacancy so caused on the Board of the Company is not presently being filled-up.
 8. Corporate members, intending to depute their authorised representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Company a duly certified true copy of the Board Resolution/Power of Attorney authorising their representatives to attend and vote on their behalf at the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
 9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 10. All documents referred to in this Notice will be available for inspection at the Company's registered office between 11:00 a.m. and 1:00 p.m. upto 22nd August 2019, on all working days (except Saturdays and public holidays). Statutory Registers will be available for inspection at the AGM.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 13th August 2019 to Friday, 23rd August 2019 (both days inclusive), for the purpose of payment of dividend, if any, approved by the Members.
 12. Subject to the provisions of the Act, dividend as recommended by the Board, if approved at the Meeting, will be paid within a period of 30 days from the date of declaration to those Members or their mandates, whose names are registered in the Company's Register of Members:
 - a) as Beneficial Owners as at the end of the business hours on Monday, 12th August 2019, as per the lists to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the Equity Shares held in electronic form;
 - b) as Members after giving effect to all valid Equity Share transfers in physical form, which are lodged with the Company or its Registrar & Transfer Agent ("RTA"), Karvy Fintech Private Limited, on or before Monday, 12th August 2019; and
 - c) Equity Shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme-2006 and Employee Stock Option Scheme-2013, before the book closure date shall rank *pari passu* with the existing equity shares and shall also be entitled to receive the dividend, if approved at the Meeting.
 13. a) Members are advised to avail of the facility for receipt of future dividends through National Electronic Clearing Service (NECS). Members holding shares in dematerialised mode are requested to contact their respective Depository Participants (DPs) for availing NECS facility. Members holding shares in physical form are requested to download the NECS form from the website of the Company www.grasim.com, and the same duly filled up and signed, along with a photo copy of a cancelled cheque, may be sent to the Company's RTA, Unit: Grasim Industries Limited.
 - b) To avoid the incidence of fraudulent encashment of the dividend warrants, Members are requested to intimate the Company's RTA under the signature of the Sole/First Joint holder, the following information, so that the bank account number, and name and address of the bank can be printed on the dividend warrants:
 - 1) Name of the Sole/First Joint holder and Folio No.
 - 2) Particulars of the bank account, viz.:
 - i) Name of the bank,
 - ii) Name of the branch with IFS Code,
 - iii) Complete address of the bank with Pin Code Number,
 - iv) Account type, whether savings (SB) or current account (CA), and
 - v) Bank account number allotted by the bank

14. Members who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.
15. Shareholders are requested to read the "Shareholder Information" section of the Annual Report for useful information.
16. Members, desirous of obtaining any information/clarification on the Accounts and Operations of the Company, are requested to address their communication to the Company at its registered office, so as to reach at least one week before the date of the Meeting, so that the required information can be made available at the Meeting, to the extent possible.
17. Additional information, pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations] and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment at the AGM, is furnished as Annexure to the Notice.
18. Pursuant to the Regulation 44(6) of the Listing Regulations, the Company is pleased to provide the facility of webcast of the proceedings of AGM from 11.00 a.m. onwards on Friday, 23rd August 2019. Members can view the proceedings of the AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com> using their remote e-voting credentials.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent.
20. Pursuant to the provisions of Sections 101 and 136 of the Act, read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with their DPs or the Company. The Notice of this AGM, along with the Annual Report for the year ended 31st March 2019, is being sent by electronic mode to those members whose e-mail addresses are registered with the DPs/Company, unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their e-mail addresses. The Annual Report for the year ended 31st March 2019, is also available on the Company's website, www.grasim.com.
21. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the Listing Regulations, the Board of Directors has decided to circulate the Abridged Annual Report containing the salient features of the Balance Sheet and Statement of Profit and Loss and other documents to the shareholders for the Financial Year 2018-19, under the relevant laws.

Members who desire to obtain the full version of the Annual Report may write to the Company Secretary at the registered office. Full version of the Annual Report is also available on the Company's website www.grasim.com.
22. Members holding shares in physical mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.
23. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company's Registrar and Share Transfer Agent, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
24. In terms of the amendments to the Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised form with the depository, i.e., NSDL and CDSL. Members are, therefore, requested to demat their physical holding for any further transfer. Members can, however, continue to make request for transmission or transposition of securities held in physical form.

Instructions for Remote E-Voting

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services arranged by Karvy Fintech Private Limited ("Karvy"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
 2. The facility for voting through electronic voting system or polling paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.
 3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
 4. The remote e-voting period commences on Tuesday, 20th August 2019 (9.00 a.m. IST) and ends on Thursday, 22nd August 2019 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 16th August 2019, i.e., **Cut-Off Date**, may cast their vote by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The process and manner for remote e-voting are as under:
- A. **In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):**
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT"; i.e., Grasim Industries Limited.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/AGAINST" or, alternatively, you may partially enter any number in "FOR" and partially in "AGAINST"; but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case, you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your

vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: scrutinizer.grasim@adityabirla.com, with a copy marked to evoting@karvy.com. The scanned image of the abovementioned documents should be in the name format "Corporate Name_ EVENT NO."

B. In case, a Member receives physical copy of the Notice of the AGM (for Members whose e-mail IDs are not registered with the Company/Depository Participant or requesting physical copy):

- i. Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

User ID	Password/PIN
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- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.

C. Other Instructions:

- I. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-Off Date, i.e., Friday, 16th August 2019.
- II. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of the AGM and holding shares as of the Cut-Off Date, i.e., Friday, 16th August 2019, may obtain User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./DP ID-Client ID, the member may send

SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID-Client ID to +91 9212993399.

Example for NSDL :
MYEPWD<SPACE>IN12345612345678

Example for CDSL :
MYEPWD<SPACE>1402345612345678

Example for Physical :
MYEPWD<SPACE>XXX1234567890

- b. If e-mail address of the Member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.

- c. Members may call Karvy's toll-free number 1-800-3454-001.

- d. Members may send an e-mail request to evoting: evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform, then such member can use his/her existing User ID and Password for casting the vote through remote e-voting.

- IV. Mr. Ashish Garg, Practising Company Secretary (FCS 5181 & C.P No. 4423), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

- V. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.

- VI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall countersign the same and

declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.

- VII. The results declared by the Chairman of the Meeting or a person authorised by him, along with the Scrutinizer's Report, shall be placed on the Company's website www.grasim.com and on the website of Karvy, www.evoting.karvy.com, immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- VIII. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website www.evoting.karvy.com.
25. Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
26. Members are requested to contact M/s. Karvy Fintech Private Limited/Share Department of the Company for encashing the unclaimed dividends standing to the credit of their accounts. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company, www.grasim.com.

Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013(Act), all dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date of declaration will be transferred to Investor Education and Protection Fund (IEPF), established by the Central Government. Accordingly, unpaid and unclaimed dividend for the financial year 2010-11, has been transferred to the said Account/Fund.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration will also be transferred to IEPF Suspense Account, operated by the IEPF Authority, pursuant to the IEPF Rules.

In compliance with the aforesaid Rules, the Company has transferred equity shares pertaining to the

financial year 2010-11 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders. Details of unpaid/unclaimed dividend and equity shares for the financial year 2010-11 are uploaded on the website of the Company, as well as that of the Ministry of Corporate Affairs, Government of India ("MCA"). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF and IEPF Suspense Account, respectively, pursuant to the IEPF Rules. Members can, however, claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

Shareholders, who have so far not encashed the dividend warrant(s) for the FY 2011-12, are requested to make their claims to the Company's RTA on or before 31st August 2019, failing which the unpaid/unclaimed dividend and the equity shares relating thereto for FY 2011-12 will be transferred to the IEPF. The Company, in compliance with the aforesaid IEPF Rules, has sent individual notices to those shareholders whose shares are liable to be transferred to IEPF Suspense Account and has also published notice in the newspapers. The Company has also uploaded full details of such unclaimed/unpaid dividend and the related shares due for transfer on the website of the Company, www.grasim.com. Shareholders are requested to verify the details and lodge their claims with the Company to avoid transfer of dividend and related shares to IEPF Account.

The Shareholders can, however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Suspense Account, from the IEPF Authority by making an application in the manner specified under the IEPF Rules.

27. Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit <http://karisma.karvy.com> and click on Members option for query registration through free identity registration process.
28. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website, www.grasim.com.
29. The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.

30. As per the provisions of Section 72 of the Act, facility for making nominations is now available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA or can download the form from the Company's website, viz., www.grasim.com. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
31. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
- the change in the residential status on return to India for permanent settlement.
 - the particulars of the NRE Account with a Bank in India, if not furnished earlier.
32. The route map of the venue of the Meeting is annexed to the Notice. The prominent landmark for the venue is that it is closer to Indubhai Parekh Memorial Hospital, Nagda-456 331, Madhya Pradesh.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time approval of the Members by way of a special resolution is required for continuation of directorship of non-executive directors of the Company who have attained the age of 75 years.

Mr. Arun Thiagarajan, Non-Executive Independent Director will attain the age of 75 years in September 2019.

Mr. Arun Thiagarajan was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 7th May 2016. His appointment was approved by the shareholders at the Annual General Meeting held on 23rd September 2016, for a term of five consecutive years upto 6th May 2021.

Brief profile of Mr. Thiagarajan and the disclosures required under the Listing Regulations forms part of the Notice.

Mr. Thiagarajan, who will attain the age of 75 years in September 2019, is in good health and of sound and alert mind. The Board is confident about him being able to function and discharge his duties in an able and competent manner till the end of his current tenure.

The Board based on the recommendations of the Nomination and Remuneration Committee considers that given the background, seniority, expertise, vast experience in the field of business management, and his immense contribution to the Company, the continued association of Mr. Thiagarajan would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends that Mr. Thiagarajan continues as an Independent Director till the end of his current term.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for the approval by the Members.

Except, Mr. Arun Thiagarajan and his relatives, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution.

Item Nos. 6 to 8

Mr. Cyril Shroff (DIN: 00018979), and Dr. Thomas M. Connelly, Jr. (DIN: 03083495), were appointed as Independent Directors at the Annual General Meeting held on 6th September 2014, to hold office for a term of five consecutive years till the conclusion of 72nd Annual General Meeting.

Mr. O. P. Rungta (DIN: 00020559), was appointed as an Independent Director at the Annual General Meeting held on 19th September 2015 and holds office as an Independent Director up to 24th September 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re-appointment of Mr. Cyril Shroff, Dr. Thomas M. Connelly, Jr. and Mr. O. P. Rungta as Independent Director(s) of the Company for a second term of 5 (five) consecutive years in accordance with the provisions of the Companies Act, 2013 (Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Cyril Shroff, Dr. Thomas M. Connelly, Jr. and Mr. O. P. Rungta have consented to their re-appointment and have confirmed that they do not suffer from any disqualifications which stand in the way of their re-appointment as the Independent Directors.

The Company has also received declarations from the aforesaid Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, the aforesaid Independent Directors fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as Independent Directors of the Company and are independent of the management. Further, considering their background, experience and contributions made by them during their tenure, the Board is of the opinion that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the aforesaid Independent Directors.

Brief profile of the aforesaid Independent Directors and the disclosures required under the Listing Regulations forms part of the Notice.

A copy of the letters of their appointment as Independent Directors, setting out the terms and conditions of their appointment are available for inspection by the members at the registered office of the Company on all working days (except Saturday and public holidays) between 11.00 a.m. to 1.00 p.m. and will be also be available at the Annual General Meeting. The letter of appointment of the aforesaid Independent Directors is also available on the website of the Company www.grasim.com.

The Board commends the Special Resolution(s) set out at Item Nos. 6 to 8 of the Notice for the approval by the Members.

Except Mr. Cyril Shroff, Dr. Thomas M. Connelly, Jr. and Mr. O. P. Rungta and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the respective resolutions for their appointment, set out at Item Nos. 6 to 8 of this Notice.

Item No. 9

As recommended by the Nomination and Remuneration Committee, and pursuant to the provisions of Sections

149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder and the Listing Regulations the Board of Directors, at its meeting held on 12th July 2019, appointed Mr. N. Mohanraj as an Independent Director of the Company for a term of five (5) consecutive years, with effect from 12th July 2019, not liable to retire by rotation, subject to the approval of the Members.

Mr. N. Mohanraj has given his consent for appointment as an Independent Director and has also confirmed that he does not suffer from any disqualification in terms of Section 164 of the Act.

The Company has received a declaration from Mr. N. Mohanraj confirming that he fulfils the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Mr. N. Mohanraj is eligible to be appointed as an Independent Director of the Company.

In the opinion of the Board, Mr. N. Mohanraj fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for being appointed as an Independent Director, and is independent of the Management.

Brief profile of Mr. N. Mohanraj as an Independent Director on the Board of the Company and the disclosures required under the Listing Regulations form part of the Notice.

A copy of the letter of his appointment as Independent Director, setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company on all working days (except Saturday and public holidays) between 11.00 a.m. to 1.00 p.m. and will be also be available at the Annual General Meeting. The letter of appointment of Mr. N. Mohanraj is also available on the website of the Company www.grasim.com.

Mr. N. Mohanraj is not related to any other Director of the Company.

The Board commends the Ordinary Resolution set out at Item No. 9 of this Notice for the approval by the Members.

Except Mr. N. Mohanraj and his relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

Item No. 10

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020 as per the following details:

Name of the Cost Auditor	Division of the Company	Remuneration
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Viscose Filament Yarn - Century Rayon Division	Not exceeding ₹ 15 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses
M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN-100017)	Viscose Filament Yarn - Century Rayon Division	Not exceeding ₹ 2.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 10 of the Notice.

By Order of the Board



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 12th July 2019

(a) Details of Directors seeking appointment/re-appointment of directorship at the Annual General Meeting to be held on 23rd August 2019

A. Brief resume of the Directors, being appointed/re-appointed, is as follows:

Mr. Kumar Mangalam Birla

Mr. Kumar Mangalam Birla 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 India, apart from chairing your Company's Board, he also chairs the Boards of UltraTech Cement Limited, Hindalco Industries Limited, Vodafone Idea Limited and Aditya Birla Capital Limited.

In the 23 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 from \$2 billion in 1995, to \$44.3 billion today.

He has been the architect of 36 acquisitions by the group in 20 years in India and globally, the highest by an Indian multinational in India. Under his stewardship, the Aditya Birla Group enjoys a position of leadership in all the major sectors in which it operates. Over the years, Mr. Birla has built a highly successful meritocratic organisation, anchored by an extraordinary force of 120,000 employees belonging to 42 different nationalities.

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 Corporate Affairs and also served on The Prime Minister of India's Advisory Council on Trade and Industry. Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science (BITS) with campuses in Pilani, Goa, Hyderabad and Dubai, and a Director of the G. D. Birla Medical Research & Education Foundation. He is also the Chairman of the Indian Institute of Management, Ahmedabad, and the Rhodes India Scholarship Committee. Mr. Birla serves on the London Business School's Asia Pacific Advisory Board and is an Honorary Fellow of the London Business School.

A firm practitioner of the trusteeship concept, Mr. Birla has institutionalised the concept of caring

and giving at the Aditya Birla Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively impact the quality of life of weaker sections of society.

Ms. Usha Sangwan

Ms. Usha Sangwan was the first ever woman Managing Director of Life Insurance Corporation of India, since its incorporation in 1956. Ms. Sangwan is Post Graduate in Economics, Post Graduate Diploma holder in Human Resource Management and Licentiate from Insurance Institute of India. Ms. Sangwan, at present, is the Board Member of Axis Bank, Grasim Industries Ltd. and Bombay Stock Exchange Ltd.

She has been featured as “India’s Top 100 Women in Finance 2019”, by Association of International Wealth Management of India, featured in Forbes List of 50 most powerful Business Women in Asia in 2015 and also “Most Powerful Women in Indian Business” by Business Today in 2016, 2017 and 2018. She has vast operational and Board level experience of Financial Sector, including Banking, Housing Finance, Stock Exchange, Cards, Mutual Funds, General Insurance and Reinsurance.

Mr. Arun Thiagarajan

Mr. Arun Thiagarajan holds a Master’s Degree in Engineering (Electrical) from Royal Institute of Technology, Stockholm. He also holds a degree in Business Administration and Information Systems from Uppsala University, Sweden. Mr. Thiagarajan has also attended the Advanced Management Program of the Graduate School of Business, Harvard Business School. Mr. Thiagarajan has previously served as the Managing Director of Asea Brown Boveri Limited, as the Vice Chairman of Wipro Limited and as President of Hewlett-Packard India Private Limited. He also serves as an Independent Director on the Boards of various companies.

Mr. O. P. Rungta

Mr. O. P. Rungta is a Chartered Accountant and also holds a degree in Law. Mr. Rungta has vast experience in manufacturing industry and is a Finance and Management Consultant.

Mr. Cyril Shroff

Mr. Cyril Shroff has over 37 years of experience in a range of areas, including corporate and securities law, disputes, banking, infrastructure, private client, financial regulatory and others. He has been

recognised as a “legendary figure in the Indian legal community” and regarded as the “M&A King of India”.

Mr. Shroff was a member of SEBI constituted Uday Kotak Committee on Corporate Governance and SEBI Committee on Insider Trading. He is member of first apex advisory committee of the IFC International ADR Centre; task force member of Society of Insolvency Practitioners of India. He is a member of the governing council of Krea University; member of the Apex Advisory Board of Adani Institute of Infrastructure Management; a member of Advisory Board of the Centre for Legal Profession Study, established by the Harvard Law School and Advisory Board of the National Institute of Securities Markets.

Chambers Asia Pacific, 2019, has recognised him as a Star Individual for Corporate/M&A, while Asian Legal Business has awarded him with ‘Managing Partner of the Year 2019’. He has also been recognised as ‘Thought Leader for M&A and Governance’ by Who’s Who Legal at its Annual Awards in 2019.

Dr. Thomas M. Connelly, Jr.

Dr. Thomas M. Connelly, Jr. is the Executive Director and CEO of the American Chemical Society. Prior to joining ACS, he served as Chief Science and Technology Officer, and then as Chief Innovation Officer for the DuPont Company. In these roles, he was responsible for science and technology with special emphases on polymer science, chemical process development and, later, bioprocessing for chemical synthesis and production. At DuPont, Connelly led R&D organisations and businesses while based in the US, Europe and Asia. He graduated with highest honours from Princeton University with degrees in Chemical Engineering and Economics. As a Winston Churchill Scholar, he received his doctorate in chemical engineering from the University of Cambridge. Connelly was elected to the National Academy of Engineering, and currently chairs the National Academies Advisory Committee on Earth and Life Studies. He has served in advisory roles to the U.S. Government and the Republic of Singapore.

Mr. N. Mohanraj

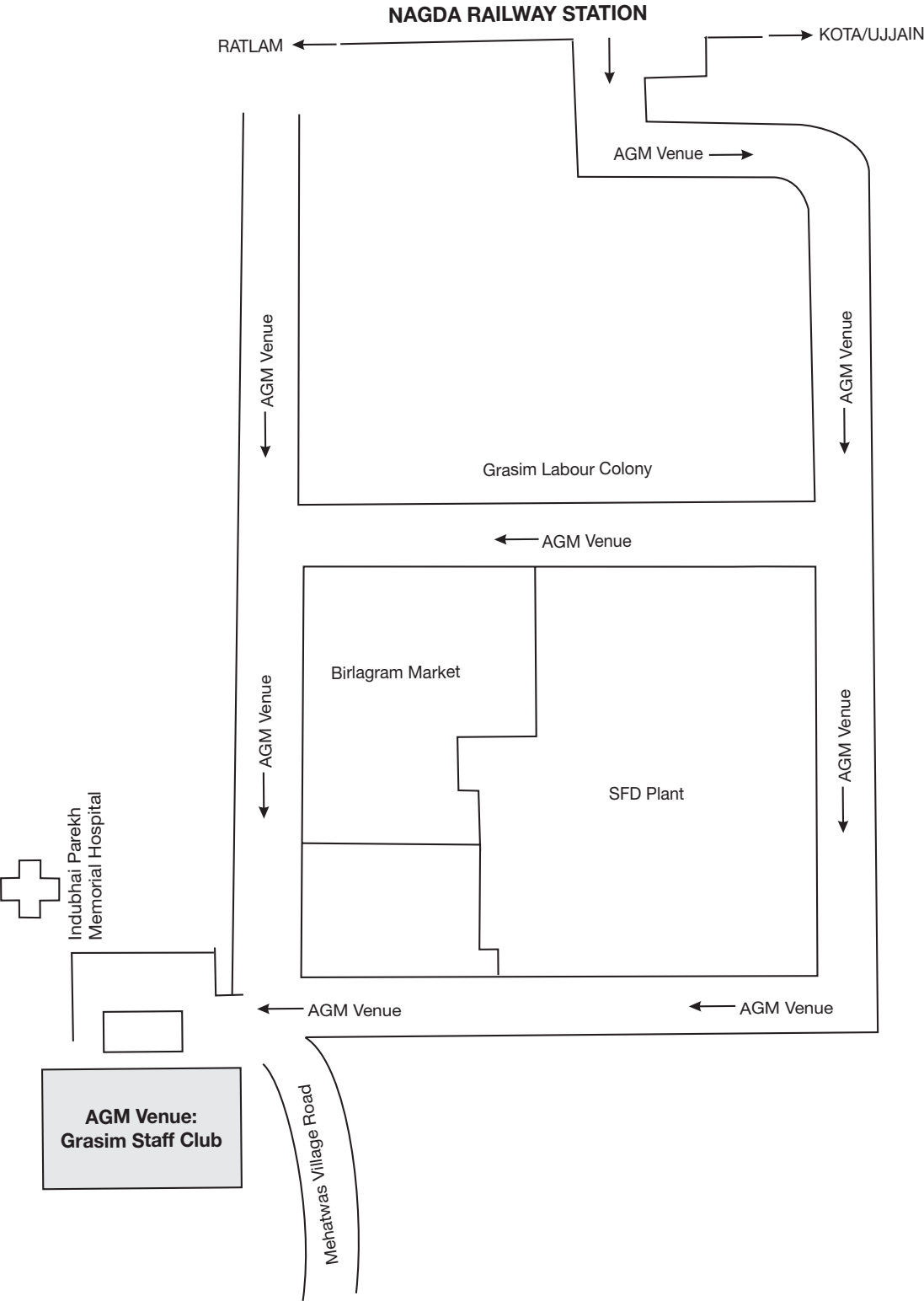
Mr. N. Mohanraj, holds a Master’s Degree in Arts (Economics). He was the former Executive Director of Life Insurance Corporation of India and has rich experience in the field of finance and investment. Mr. Mohanraj had served as a Non-Executive Director on the Board of our Company from 21st June 2012 upto 23rd May 2018.

B. DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

Name of the Director	Mr. Kumar Mangalam Birla	Ms. Usha Sangwan	Mr. Arun Thiagarajan	Mr. O. P. Rungta	Mr. Cyril Shroff	Dr. Thomas M. Connelly, Jr.	Mr. N. Mohanraj
Date of Birth/Age	14.06.1967/ 52 Years	1.10.1958/ 60 Years	07.09.1944/ 74 Years	03.09.1942/ 76 Years	07.11.1959/ 59 Years	24.06.1952/ 67 Years	29.11.1953/ 65 Years
Date of First Appointment	14.10.1992	23.05.2018	07.05.2016	25.09.2014	25.07.2000	20.08.2010	12.07.2019
Expertise in specific functional areas	Industrialist	Vast experience in Insurance Sector and Banking	Management	Consultant	Solicitor	Company Executive	Vast experience in the field of finance and investment
Qualification	A.C.A., M.B.A.	Master's Degree in Economics and a Post Graduate Diploma in Human Resource Management	M.Sc., Engg., GBA	LLB, F.C.A.	Solicitor	Degree in Chemical Engg and Economics, Doctorate in Chemical Engg.	M.A. (Eco.)
Shareholding in the Company	36,993 Shares	Nil	1,475 Shares	250 Shares	335 Shares	Nil	Nil
Number of Board meetings attended during the FY 2019	2	3	4	4	1	4	Not Applicable
List of outside Company Directorships held in Indian Public Limited Company	1. Hindalco Industries Limited 2. UltraTech Cement Limited 3. Vodafone Idea Limited 4. Century Textiles and Industries Limited 5. Aditya Birla Sun Life Insurance Company Limited 6. Aditya Birla Sun Life AMC Limited 7. Aditya Birla Capital Limited 8. Air India Limited	1. Axis Bank Limited 2. BSE Limited	1. GE Power India Limited 2. Vodafone Idea Limited 3. TTK Prestige Limited 4. Gokaldas Exports Limited 5. Aditya Birla Fashion and Retail Limited	-	-	-	1. LTIDPL Indvit Services Limited
Chairman/Member of the Committee of the Board of Directors of the Company	-	-	1. Audit Committee (Chairman)	-	1) Stakeholders' Relationship Committee (Member)	-	-
Chairman/Member of the Committees of Board of Directors of other Public Limited Companies in which he is a Director	-	1. BSE Limited (Member)	1. Gokaldas Exports Limited (Chairman) 2. Aditya Birla Fashion and Retail Limited (Chairman) 3. GE Power India Limited (Member) 4. Vodafone Idea Limited (Member) 5. TTK Prestige Limited (Member)	-	-	-	1. LTIDPL Indvit Services Limited (Member)
a) Audit Committee	-	-	1. Gokaldas Exports Limited (Chairman)	-	-	-	-
b) Stakeholders' Relationship Committee	-	1. BSE Limited (Chairperson)	1. Gokaldas Exports Limited (Chairman)	-	-	-	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mrs. Rajashree Birla	None	None	None	None	None	None

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

Route Map to the Venue of the Annual General Meeting





GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda-456 331, Dist. Ujjain (M.P.), India

CIN: L17124MP1947PLC000410

Tel. No.: 07366-246760/66; **Fax:** 07366-244 114/246024

E-mail: grasim.secretarial@adityabirla.com; **Website:** www.grasim.com

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Tear Here

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./DP ID and Client ID :

I/We, being the Member(s) holding shares of the above named Company, hereby appoint:

1. Name :

Address :

E-mail ID :

Signature : or failing him/her;

2. Name :

Address :

E-mail ID :

Signature : or failing him/her;

3. Name :

Address :

E-mail ID :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company, to be held on Friday, 23rd August 2019 at 11 a.m. at Grasim Staff Club, Birlagram, Nagda-456 331, District Ujjain, Madhya Pradesh and at any adjournment thereof in respect of such resolutions and as indicated below:

* I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Item No.	Description of the Resolution	For	Against
1.	Adoption of the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31 st March 2019, together with the Reports of the Board and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended 31 st March 2019.		
3.	Appointment of Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Appointment of Director in place of Ms. Usha Sangwan (DIN: 02609263), who retires by rotation and, being eligible, offers herself for re-appointment.		
5.	Approval for continuation of Mr. Arun Thiagarajan (DIN: 00292757) as an Independent Director.		
6.	Re-appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director.		
7.	Re-appointment of Dr. Thomas M. Connelly, Jr. (DIN: 03083495) as an Independent Director.		
8.	Re-appointment of Mr. O. P. Rungta (DIN: 00020559) as an Independent Director.		
9.	Appointment of Mr. N. Mohanraj (DIN: 00181969) as an Independent Director.		
10.	Ratification of the remuneration of Cost Auditors.		

Signed this day of 2019

Affix a Re.1/- Revenue Stamp

.....
Signature of Member(s)

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

* Please put a (✓) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note:

- a. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b. A proxy need not be a Member of the Company.
- c. In case, the Member appointing proxy is a body corporate, the Proxy Form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the Proxy Form.
- d. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- e. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- f. In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.