



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel. No.: 07366 - 246760; E-mail: grasim.secretarial@adityabirla.com;

Website: www.grasim.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 70th Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda - 456331, District Ujjain, Madhya Pradesh, on Friday, 22nd September 2017, at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2017, and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the financial year ended 31st March 2017.
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 consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 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 thereof, for the time being in force), the Company

hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), as one of the Joint Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Seventy-first AGM of the Company, to be held in the year 2018, at such remuneration and reimbursement of out-of-pocket expenses in connection with the audit, as maybe mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.”

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 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 thereof, for the time being in force), S R B C & Co, LLP, Chartered Accountants (Registration No. 324982E), be and is hereby appointed as one of the Joint Statutory Auditors of the Company in place of M/s. G. P. Kapadia & Co., Chartered Accountants (Registration No. 104768W), the retiring Joint Statutory Auditors, for a period of five consecutive years, i.e., to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy-fifth AGM of the Company, to be held in the year 2022, subject to ratification of

their appointment by the Members at every AGM till the Seventy-fourth AGM, at such remuneration and reimbursement of out-of-pocket expenses in connection with the audit, as maybe mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71, and any other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, and the regulations including under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company, and such other laws / guidelines / regulations as may be applicable, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof or any person authorised by the Board in this behalf) to make one or more offer(s) or invitation(s) to subscribe to the issue of Non-Convertible Debentures (NCDs) on private placement basis, in one or more series or tranches, during a period of one year from the date of passing this Resolution, of a sum not exceeding ₹ 3,000 Crore only (Rupees Three Thousand Crore), on such terms and conditions as the Board may from time to time determine and consider proper and most beneficial to the Company, including as to when the NCDs be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts and take all such steps as it may, in its absolute discretion deem necessary, proper

or expedient to give effect to this Resolution and to delegate all or any of these powers to any Committee of Directors or to the Managing Director or Whole-time Director & CFO or any other officer of the Company.”

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration not exceeding ₹ 10,00,000 (Rupees Ten Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit, payable to M/s. D.C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611), appointed by the Board to conduct the audit of the cost records of the Company for the financial year ending 31st March 2018, be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as maybe necessary, proper or expedient to give effect to this Resolution.”

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions, read with the rules and regulations made thereunder, including any amendment, re-enactment or statutory modification thereof, the Articles of Association of the Company (Articles) be and is hereby altered by adding new clauses 63A to 63D therein, which shall stand inserted immediately after existing clause 63, and shall be read as under:

63A No change of shareholding by any person/group of persons, except Promoters/Persons comprising the Promoter Group/Person acting in concert

with the Promoters and Promoter Group of the Company, by way of fresh issue or transfer of shares, to the extent of 5% or more in the Company shall be without the prior approval of RBI, which shall be obtained by such person/group of persons.

- 63B Not less than 51% of the shareholding of the Company shall be held by residents;
- 63C Resident shareholders shall have the power to appoint majority of directors on the Board of the Company; and
- 63D Any action taken, or any amendments of the Articles of the Company that would be in conflict of the provisions in 63A, 63B and 63C shall stand void.

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

By Order of the Board



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 8th July 2017

NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the special businesses under Item Nos. 5 to 8 of the Notice as set out above, are annexed hereto.
 2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 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.**
 3. **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.**
 4. **A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN 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) 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 MEMBER.**
 5. 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.
 6. During the period, beginning 24 hours before the time fixed for 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.
 7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
 8. The Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.
 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. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 12th September 2017 to Friday, 22nd September 2017 (both days inclusive), for the purpose of payment of dividend, if any, approved by the Members.
 11. 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, 11th September 2017, as per the lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the equity shares held in electronic form; and
 - 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 Computershare Private Limited, on or before Monday, 11th September 2017.
- Equity Shares, that may be allotted upon exercise of stock option granted under the

Employee Stock Option Scheme(s) 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.

12. 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, 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 Registrar and Share Transfer Agents 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.
13. 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.
14. Shareholders are requested to read the "Shareholder Information" section of the Annual Report for useful information.
15. 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.
16. Additional information, pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is furnished as Annexure to the Notice. The Director has furnished consent/declaration for his appointment/re-appointment as required under the Act and the Rules thereunder.
17. 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.
18. 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 2017, 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 2017, circulated to the members is also available on the Company's website, www.grasim.com.

Members holding shares in physical mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents, 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.

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 Agents in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.

19. Instructions for Remote e-voting

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR), the Company is providing 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 remote e-voting platform, provided by Karvy Computershare 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).

The procedure and instructions for remote e-voting are as follows:

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 account.
- 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 naming format "Corporate Name_ EVENT NO."

B. In case a Member receives physical copy of the Notice of 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 remote e-voting period commences on Tuesday, 19th September 2017 (9.00 a.m. IST) and ends on Thursday, 21st September 2017 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on 15th September 2017, i.e., **Cut-Off date**, may cast their vote electronically. A person who is not a Member as on the Cut-Off date should treat this Notice for information purposes only. The 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.
- ii. Mr. Ashish Garg, Practicing Company Secretary (FCS 5181 & C.P. No. 4423), has been appointed as the Scrutiniser to scrutinise the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
- iii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
- iv. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman will order voting for all those Members who are present but have not cast their vote electronically using the remote e-voting facility.
- v. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on Cut-Off date, i.e., Friday, 15th September 2017.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the Cut-Off date, i.e., 15th September 2017, may

obtain the login ID and password by sending a request at evoting@karvy.com. However, if any such person is already registered with Karvy for remote e-voting then he can use his existing 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@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.
- vii. The Scrutiniser 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 scrutiniser'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 counter-sign the same and declare the result of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final and binding.

The results declared by the Chairman of the Meeting or a person authorised by him, along with the Scrutiniser's Report, shall be displayed on the Notice board at the registered office of the Company, and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed, and the same shall simultaneously be placed on the Company's website, www.grasim.com and on the website of Karvy www.evoting.karvy.com.

- viii. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of remote e-voting and the voting held at the AGM.

20. Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
21. Members are requested to contact M/s. Karvy Computershare 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, all unpaid and unclaimed dividend, remaining unpaid and unclaimed for a period of 7 (seven) years from the date they became due for payment, have been transferred to the General Reserve Account/Investor Education and Protection Fund (IEPF), established

by the Central Government. Accordingly, unpaid and unclaimed dividend upto the year ended 31st March 2009, has already been transferred to the said Account/Fund. Shareholders, who have so far not encashed the dividend warrant(s) for the year ended 31st March 2010, or any subsequent years, are requested to make their claims to the Company's RTA on or before 30th August 2017, failing which the unpaid/unclaimed amount will be transferred to the IEPF.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), in addition to the unpaid or unclaimed dividend, which is required to be transferred by the Company to IEPF, Equity Shares relating to such unpaid/unclaimed dividend are also required to be transferred to an account, viz., the IEPF Suspense Account. Members are requested to take note of the aforesaid newly notified sections of the Act, and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Suspense Account.

Details of unpaid/unclaimed dividend is uploaded on the website of the Company and also on the website of the Ministry of Corporate Affairs ("MCA"), Government of India, before transferring to IEPF. The Company provides opportunity to the shareholders to claim the unpaid/unclaimed dividend due to them, failing which shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Suspense Account. 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.

Pursuant to the provisions of Sections 124 and 125 of the Act and the IEPF Rules, as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Suspense Account, after complying with the procedure laid down under the IEPF Rules. 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 shares due for transfer, as well as unclaimed dividends on the website of the Company www.grasim.com. Shareholders are requested to verify the details of unclaimed dividends and the shares liable to be transferred to the IEPF Suspense Account.

22. 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.
23. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website, www.grasim.com.
24. 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.
25. The route map of the venue of the Meeting is annexed to the Notice. The prominent landmark for the venue is that it is close 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 Nos. 4 & 5

The shareholders at the 69th Annual General Meeting of the Company (AGM) had approved the appointment of B S R & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), as one of the Joint Statutory Auditors of the Company for a period of five years, i.e., to hold office from the conclusion of the 69th AGM till the conclusion of the 74th AGM, to be held in the year 2021, subject to ratification of their appointment by the shareholders at every AGM. Accordingly, ratification by the shareholders is sought for appointment of B S R & Co. LLP, Chartered Accountants, in the resolution as set out in Item No. 4 of this Notice.

Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transition period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as an auditor in the same company. M/s. G. P. Kapadia & Co., Chartered Accountants (Registration No. 104768W), have been one of the Joint Statutory Auditors of the Company for over 10 years, before the Act was notified, and will be completing the maximum number of transition period (three years) at the ensuing AGM.

As proposed by the Audit Committee of the Board of Directors of the Company, the Board at its meeting, held on 19th May 2017, recommended the appointment of S R B C & Co, LLP, Chartered Accountants (Registration No. 324982E) (S R B C), as one of the Joint Statutory Auditors of the Company in place of M/s. G. P. Kapadia & Co., Chartered Accountants (Registration No. 104768W). S R B C will hold office for a period of five consecutive years from the conclusion of the Seventieth AGM till the conclusion of Seventy-fifth AGM, to be held in the year 2022, subject to ratification of their appointment by the shareholders at every AGM, on a remuneration that may be determined by the Audit Committee/ Board of Directors of the Company, in consultation with the Statutory Auditors.

Consent of the Joint Statutory Auditors and Certificate u/s 139 of the Act have been obtained from each of the Joint Statutory Auditors to the effect that their appointment/re-appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder. As required under the SEBI (LODR), B S R & Co. LLP and S R B C & Co, LLP, Chartered Accountants, have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board commends the Ordinary Resolutions as set out in Item Nos. 4 & 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolutions.

Item No. 6

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, states that a company may make private placement of its securities, provided that the previous approval of the shareholders is obtained for each of the offer or invitation. Proviso to Rule 14(2) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year, for all the offers or invitation for such debenture during the year.

In view of the aforesaid provisions and in order to augment long-term resources for meeting capital expenditure, prepayment of high cost debts and/or general corporate purposes, the Company may offer or invite subscription for secured/unsecured redeemable Non-Convertible Debentures (NCDs), in one or more series/tranches on private placement basis, issuable/redeemable at par on such terms and conditions as the Board of Directors may from time to time determine. The issue price shall be based around the then prevailing market price of similar rated securities issued by other companies.

Accordingly, consent of the Members is sought to enable the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.