



GRASIM INDUSTRIES LIMITED

CIN: L17124MP1947PLC000410

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

Tel. No.: 07366-246766

Corporate Office: Aditya Birla Centre, 'A' Wing, 2nd Floor, S. K. Ahire Marg,
Worli, Mumbai – 400 030, Maharashtra, India

Tel. No.: +91 22 6652 5000 / 2499 5000 | **Fax No.:** +91 22 6652 5114 / 2499 5114

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

Notice of the Annual General Meeting

NOTICE is hereby given that the 75th Annual General Meeting ("AGM") of **GRASIM INDUSTRIES LIMITED** will be held on Monday, 29th August 2022 at 11:30 a.m. (IST) through video conference ('VC') /other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the financial year ended 31st March 2022, and the Reports of the Board and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, and Report of the Auditors thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended 31st March 2022.
3. To appoint a Director in place of Smt. Rajashree Birla (DIN: 00022995), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Shailendra K. Jain (DIN: 00022454), who retires by rotation and being eligible, offers himself for re-appointment.

5. **To appoint M/s. KKC & Associates LLP, Chartered Accountants, (Registration No. 105146W/W100621) as the Joint Statutory Auditor of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), M/s. KKC & Associates LLP, Chartered Accountants (formerly known as Khimji Kunverji & Co. LLP) (Registration No. 105146W/ W100621) be and are hereby appointed as one of the Joint Statutory Auditor of the Company, to hold office for a first term of five consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 80th AGM of the Company, at a remuneration of ₹ 1.65 Crore (Rupees One Crore Sixty Five Lakh Only) plus tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit of the Company for the financial year 2022-23 and further increment(s) for the remaining tenure of the appointment, as may be recommended by Audit Committee and as mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditor from time to time.

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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."

SPECIAL BUSINESS:

6. Ratification of the Remuneration of Cost Auditor for the financial year 2022-23

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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 18.50 lakh (Rupees Eighteen Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611), for the conduct of the audit of the cost accounting records of the Company for the financial year ending 31st March 2023, be and is hereby ratified.

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."

7. Continuation of Smt. Rajashree Birla (DIN: 00022995) as a Non-executive Director of the Company

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 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(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for continuation of Smt. Rajashree Birla (DIN: 00022995), who has attained the age of seventy five (75) years, as a Non-executive Director of the Company, liable to retire by rotation.

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."

8. Continuation of Mr. Shailendra K. Jain (DIN: 00022454) as a Non-executive Director of the Company

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, 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(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for continuation of Mr. Shailendra K. Jain (DIN: 00022454), who has attained the age of seventy five (75) years, as a Non-executive Director of the Company, liable to retire by rotation.

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."

9. Appointment of Ms. Anita Ramachandran as an Independent Director for a second term

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 amendment(s) or re-enactment(s) 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')(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Anita Ramachandran (DIN: 00118188), who was appointed as an Independent Director of the Company and who holds office of Independent Director up

to 13th August 2023 and being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 14th August 2023 up to 13th August 2028."

10. Adoption of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby granted for adoption of the 'Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022' ("the Scheme 2022"), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through the Grasim Employees' Welfare Trust ("the Trust").

RESOLVED FURTHER THAT consent be and is hereby granted to the Board to create, grant, offer and issue in one or more tranches under the Scheme 2022, at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any

managing or whole-time directors of the Company, its Group Company(ies) as defined in the SEBI SBEB & SE Regulations, including subsidiary or associate company(ies), such number of stock options (comprising of options and/or performance stock units, as the case may be) (the "Stock Options") exercisable into not more than 44,14,000 equity shares of ₹2/- each ("Equity Shares") being 0.67% of the paid-up equity share capital of the Company as on 31st March 2022 (or such other number adjusted in terms of the Scheme 2022 as per Applicable Laws), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under Applicable Laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.67% i.e. 44,14,000 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹2/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2022 and determine the detailed terms and conditions of the aforementioned Scheme 2022 including but not limited to the quantum of Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its group companies, including subsidiary and associate company(ies), at such time and on such terms and conditions as set out in the Scheme 2022 and as the Board may in its absolute discretion think fit, subject to Applicable Laws.

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RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2022 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the Scheme 2022, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2022 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other Applicable Laws, provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2022."

11. **To approve extending the benefits of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies, including subsidiary and associate companies of the Company**

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include

any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2022 (referred to in the resolution under Item No. 10 of this Notice) to such persons who are in employment of any present and future group company of the Company including associate and subsidiary company(ies) of the Company who is working in India or outside India, including any managing or wholetime director(s) (selected on the basis of criteria decided by the Board) under the Scheme 2022 in the manner mentioned in the resolution under Item No. 10 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard."

12. **To approve (a) the use of the trust route for the implementation of the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (the Scheme 2022); (b) secondary acquisition of the equity shares of the Company by the trust; and (c) grant of financial assistance/provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2022**

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

"RESOLVED THAT pursuant to the provisions of Section 67 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications

as may be prescribed or imposed by the above authorities, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby accorded to the Board to:

- (a) implement the Grasim Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (the "Scheme 2022") through the Grasim Employees' Welfare Trust ("the Trust") in accordance with the SEBI SBEB & SE Regulations.
- (b) acquire, hold and deal in such number of equity shares of the Company, from the secondary market through the Trust, not exceeding 44,14,000 fully paid-up equity shares of the Company of face value of ₹2/- each ("Equity Shares"), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March 2022, as prescribed under the Applicable Laws.
- (c) extend an interest free financial assistance/provision of money to the Trust not exceeding an amount of ₹767 Crore (Rupees Seven Hundred Sixty Seven Crore only) in accordance with the Applicable Laws, in one or more tranches, for acquisition of up to 44,14,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.67% of the paid-up equity share capital of the Company as on 31st March 2022, for the purpose of implementation of the Scheme 2022, in accordance with the provisions of the Act and rules made thereunder and the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB & SE Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to

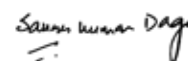
the Stock Options granted earlier. Further, the above ceiling of 0.67% equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the financial assistance/money provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the Scheme 2022 subject to exercise price being paid by the employees on exercise of stock options and performance stock units under the Scheme 2022.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Act and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

By Order of the Board
For Grasim Industries Limited



Sailesh Daga

Company Secretary

Membership No.: F4164

Place: Mumbai

Date: 19th July 2022

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NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business, set out at Item Nos. 6 to 12 as special business given in the Notice of the Annual General Meeting (AGM), is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') 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.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020 and Circular No. 02/2021 dated 13th January 2021 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
3. MCA by Circular No. 2/2022 dated 5th May 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 have extended the above exemptions till 31st December 2022.
4. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be Conducted at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda – 456 331, Dist. Ujjain (Madhya Pradesh), India. Since, AGM will be held through VC / OAVM facility, the route map of the venue of the AGM is not annexed hereto.
5. Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. KFin Technologies Limited ('KFinTech'), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM facility and e-voting (Insta Poll) during the AGM.
8. In terms of the provisions of section 152 of the Act, Smt. Rajashree Birla and Mr. Shailendra K. Jain, Directors, who have attained the age of seventy five (75) years and retires from office by rotation and being eligible, offers themselves for re-appointment at the AGM.

Ms. Anita Ramachandran, Independent Director is proposed to be appointed as an Independent Director of the Company for a second term of five consecutive years at the AGM.

The details of Directors seeking re-appointment/retiring by rotation are provided in the "Annexure" to the Notice.

9. Dispatch of Annual Report through electronic mode

- I. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2021-22 is being sent only through electronic mode to those Members, whose e-mail ID are registered with KFinTech/Depositories. Members may note that the Notice and Annual Report for the FY 2021-22 will be available on the following websites:

Particulars	Website
Grasim Industries Limited	www.grasim.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
KFinTech	https://evoting.kfintech.com

- II. Members who have still not registered/updated their e-mail ID are requested to register/update at the earliest:
 - a) Members holding shares in physical mode and who have not registered/updated their e-mail ID with the Company are requested to register/update their e-mail ID by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes/updation thereof) to KFinTech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500 032. Form ISR-1 is available on the website of the Company at <https://www.grasim.com/Upload/PDF/form-isr-1-request-registering-pan-kyc-details-changes-updation.pdf>.

- b) Members holding shares in dematerialised mode are requested to register/update their e-mail ID with the relevant Depository Participants.

- III. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website at <https://www.grasim.com/investors/results-reports-and-presentations>. We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

10. Procedure for Inspection of Documents

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.

All documents referred to, in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to grasim.secretarial@adityabirla.com.

11. Instructions for remote e-voting and e-voting (Insta Poll) at the AGM

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services facilitated by KFinTech. The Members may cast their votes remotely, using an electronic voting system ('remote e-voting') on the dates mentioned herein below.
- II. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM facility, but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting per E-Voting Event Number ("EVEN") i.e. through remote e-voting or e-voting at the AGM.

If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the AGM shall be treated as "INVALID".

- IV. The remote e-voting period commences on Thursday, 25th August 2022 (9.00 a.m. IST) and ends on Sunday, 28th August 2022 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on Monday, 22nd August 2022, 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 of AGM for information purpose only. The remote e-voting module will be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, he/she will not be allowed to change it subsequently.
- V. 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.
- VI. Mr. Ashish Garg, Practicing Company Secretary (FCS 5181 & C.P. No. 4423) and failing him Mr. Avinash Bagul (FCS 5578 & C.P. No. 19862), Partner, BNP & Associates, Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting (Insta Poll) during the AGM and remote e-voting process in a fair and transparent manner.

The process and manner for remote e-voting is as under:

- VII. In terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to "E-voting facility provided by the Listed Companies", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on all the resolutions set forth in this Notice of 75th AGM. The instructions for e-voting are given herein below.
- VIII. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
- IX. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile

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number and e-mail ID with their DPs to access the e-Voting facility.

- X. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-voting then he /she can use his/her existing User ID and password for casting the vote.

- XI. The process and manner for remote e-voting and joining and voting at the 75th AGM are explained below:

- I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
- II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.
- III. Access to join the 75th AGM on KFinTech system and to participate and vote thereat.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> i) Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii) On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii) After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv) Click on Company name i.e. 'Grasim Industries Limited' or e-voting service provider ('ESP') i.e. KFinTech. v) Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period and voting during the AGM. <p>B) Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> i) Visit https://eservices.nsdl.com for registering. ii) Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>C) By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i) Visit the e-voting website of NSDL https://www.evoting.nsdl.com ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password/OTP and a Verification Code as shown on the screen. iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v) Click on company name i.e. 'Grasim Industries Limited' or ESP name i.e. KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM. vi) Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience.



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>A) Existing user who have opted for Electronic Access To Securities Information ("Easi/Easiest") facility:</p> <ul style="list-style-type: none"> i) Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii) Click on New System Myeasi. iii) Login to MyEasi option under quick login. iv) Login with the registered user ID and password. v) Members will be able to view the e-voting Menu. vi) The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication. <p>B) Users who have not opted for Easi/Easiest:</p> <ul style="list-style-type: none"> i) Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>C) By visiting the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i) Visit www.cdslindia.com ii) Provide demat Account Number and PAN iii) System will authenticate user by sending OTP on registered mobile and e-mail as recorded in the demat Account. iv) After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Grasim Industries Limited' or select KFinTech. v) Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Members login through their demat accounts/ website of Depository Participant	<ul style="list-style-type: none"> i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii) Once logged-in, Members will be able to view e-voting option. iii) Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv) Click on options available against 'Grasim Industries Limited' or KFinTech. v) Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

Notice (Contd.)

II. Access to KFinTech e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

(A) Members whose e-mail IDs are registered with the Company/Depository Participant(s), will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
- II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the 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 "EVEN" i.e. 'Grasim Industries Limited' – AGM and click on "Submit"
- 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member 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. Members 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 have voted on the resolution (s), 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).

(B) Members whose e-mail IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- I. Members who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their e-mail address registered and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
- II. Select the Company name i.e. 'Grasim Industries Limited'
- III. Select the Holding type from the drop down i.e. – NSDL/CDSL/Physical
- IV. Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN
- V. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records
- VI. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.