



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 - 400030, Maharashtra, India

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

NOTICE OF THE 76TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 76th Annual General Meeting ('AGM') of the Members of **GRASIM INDUSTRIES LIMITED** ('the Company') will be held on Friday, 25th August 2023 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 Standalone Financial Statements of the Company for the financial year ended 31st March 2023, and the Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023, and Report of the Auditors thereon.
2. To declare a final dividend of ₹ 10 per equity share of the Company for the financial year ended 31st March 2023.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Santrupt Misra (DIN: 00013625), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of the Remuneration of Cost Auditor for the financial year 2023-24

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 remuneration of ₹20 Lakh (Rupees Twenty Lakh 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 conducting audit of the cost accounting records of the Company for the financial year ending 31st March 2024, 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."

6. Re-appointment of Mr. Harikrishna Agarwal as the Managing Director 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, consent of the Members be and is hereby accorded for re-appointment of Mr. Harikrishna Agarwal (DIN:09288720), as the Managing Director of the Company for a period of two years with effect from 1st December 2023 to 30th November 2025 and upon the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall deem to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of re-appointment and remuneration of Mr. Harikrishna Agarwal, as the Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law.

A. Period:

Two years with effect from 1st December 2023 to 30th November 2025, with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- a) Basic Salary: ₹1,63,20,000 (Rupees One crore sixty three lakh twenty thousand only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 2,40,00,000 (Rupees Two crore forty lakh only) per annum;
- b) Special Allowance: ₹ 2,37,53,600 (Rupees Two crore thirty seven lakh fifty three thousand six hundred only) per annum with such increments as the Board may decide from time to time, subject to a ceiling of ₹ 3,60,00,000 (Rupees Three crore sixty lakh only) per annum. This allowance, however, will not be taken into account for calculation of benefits

such as Provident Fund, Gratuity, Superannuation and Leave encashment;

- c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹9,00,00,000 (Rupees Nine crore only) per annum;
- d) Long-Term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to the Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board.

C. Perquisites

- a) Housing: Company provided (furnished / unfurnished) accommodation and / or HRA in lieu of Company provided accommodation as per the Company’s Policy;
- b) House Maintenance: Reimbursement of expenses at actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company’s Policy;
- c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per the Company’s Policy;
- d) Life Insurance: Life Insurance Cover as per the Company’s Policy;
- e) Accidental Insurance: Accident Insurance cover as per the Company’s Policy;
- f) Travel Expenses: Travel Expenses for self and family in accordance with the Company’s Policy;
- g) Club Membership: Fees of Two Clubs in India (including admission and annual membership fee);
- h) Car: Two cars for use of the Company’s Business, as per the Company’s Policy;

- i) Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company, as per the Company's Policy;
 - j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund as per the Company's Policy;
 - k) Gratuity and/or contribution to the Gratuity Fund of the Company: as per the Company's Policy;
 - l) Other Benefits: Leave and related benefits as per the Company's Policy;
 - m) Other Allowances/Benefits and Perquisites : Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowances, perquisites as the Board may decide from time to time;
 - n) Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement;
 - o) Annual remuneration review is effective from 1st July of each year, as per the Company's Policy.
- D.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Harikrishna Agarwal, Managing Director, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F.** The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197, 198 read with Schedule V and other applicable provisions of the Act, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- G.** Any revision/change in allowance/perquisite relating to Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of the Company provided accommodation/ Car or other allowances/perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- H.** Though considering the provisions of Section 188 of the Act, and the applicable rules and Schedule of the Act, Mr. Harikrishna Agarwal would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/Joint Ventures/Associates, approval of the members be and is hereby granted by way of abundant caution for him to accept the sitting fees/commission paid/payable to other directors for attending the meetings of Board(s) of Directors/Committee(s) of Subsidiaries/Joint Ventures/Associates of the Company or companies promoted by the Aditya Birla Group.
- I.** So long as Mr. Harikrishna Agarwal functions as the Managing Director of the Company, his office shall not be subject to retirement by rotation.
- RESOLVED FURTHER THAT** notwithstanding anything herein above stated, where in any financial year, during the period of his appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration including the perquisites and benefits, as aforesaid, shall be paid to Mr. Harikrishna Agarwal, the Managing Director in accordance with the applicable provisions of the Act read with Rules made thereunder and after obtaining necessary approvals under Schedule V of the Act.
- RESOLVED FURTHER THAT** the Nomination and Remuneration Committee will review and recommend to the Board the remuneration payable to the Managing Director during his tenure, within the overall limits as mentioned in this resolution.
- RESOLVED FURTHER THAT** the Board (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 of Directors
For **Grasim Industries Limited**

Sailesh Kumar Daga

Sailesh Kumar Daga
Company Secretary
Membership No.: F4164

Place: Mumbai
Date: 26th May 2023

NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business, set out at Item Nos. 5 and 6 in the Notice of the 76th 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 re-appointment at the AGM as set out at item Nos. 3, 4 and 6 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, Circular No. 02/2021 dated 13th January 2021 and Circular No. 2/2022 dated 5th May 2022 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 ('MCA and SEBI Circulars' /'the Circulars') had permitted sending of the Notice of the AGM along with Annual Report only through electronic mode to those Members whose e-mail IDs 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. 10/2022 dated 28th December 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 have extended the above exemptions till 30th September 2023.
4. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 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. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/Power of Attorney/Authority Letter, etc.

7. KFin Technologies Limited, the Company's Registrar and Transfer Agent ('KFinTech'/'RTA'), 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, Mr. Kumar Mangalam Birla and Dr. Sanrupt Misra, Directors, who retire by rotation and being eligible, offer themselves for re-appointment at the AGM.

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

9. Dispatch of Annual Report through Electronic Mode

In compliance with the Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members, whose e-mail IDs are registered with KFinTech/Depositories. Members may note that the Notice and the Annual Report for the FY 2022-23 are 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

Members who have still not registered/updated their e-mail IDs are requested to register/update at the earliest:

- a) Members holding shares in physical mode and who have not registered/updated their e-mail IDs with the Company are requested to register/update their e-mail IDs 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, Rangareddy, Telangana, India - 500 032. Form ISR-1 is available on the website of the Company at <https://www.grasim.com/investors/investors-forms>
- b) Members holding shares in dematerialised mode are requested to register/update their e-mail IDs with the relevant Depository Participants.
- c) 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 IDs 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 upto the date of the AGM.

Members who seek 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 Monday, 21st August 2023 (9.00 a.m. IST) and ends on Thursday, 24th August 2023 (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, 18th August 2023, 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) failing him Mr. Avinash Bagul (FCS 5578 & C.P. No. 19862), Partner, BNP & Associates, Company Secretaries has been appointed by the Board of Directors as the Scrutinisers 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 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 remote e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice of the 76th AGM. The instructions for e-Voting are given herein below.
- VIII. Pursuant to the aforesaid SEBI circular dated 9th December 2020 on "e-Voting facility provided by the 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 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 on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfinotech.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 76th 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 76th 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	A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ul 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 the 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.
	B) Users not registered under IDeAS e-Services: <ul 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. iii) Proceed with completing the required fields. iv) Follow steps given in point A
	C) By visiting the e-Voting website of NSDL: <ul 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 the 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> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com Click on New System My Easi. Login to My Easi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. 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> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C) By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Provide Demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and e-mail as recorded in the demat Account. 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. 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	<ol style="list-style-type: none"> Members can also login using the login credentials of their Demat Account through their DP registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. 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. Click on options available against 'Grasim Industries Limited' or KFinTech. 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 at: + 91 22 4886 7000 and + 91 22 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- 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.

- After entering these details appropriately, click on "LOGIN".
- 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 email IDs are not registered with the Company/Depository Participant(s), consequently the Annual Report, Notice of the AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with the KFinTech by sending KYC Documents prescribed under SEBI Circular SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 at KFin Technologies Limited, Unit – Grasim Industries Limited, Selenium Building, Tower-B,

Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 or by sending digitally signed documents at einward.ris@kfintech.com (in case of Shares held in physical form).

- ii. Upon updation of e-mail ID, Shareholders may send a request to einward.ris@kfintech.com for procuring user ID and password for e-voting.
- III. Please follow all steps from (A) (I) to (XI) above to cast your vote by electronic means.

III. Access to join the AGM on KFinTech system and to participate and vote thereat.

Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the e-mail received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

Procedure for joining the AGM though VC/OAVM

- I. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-voting system.

- II. Facility for joining the AGM though VC/OAVM shall open at least 30 minutes before the commencement of the Meeting and shall be kept open throughout the AGM.
- III. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- IV. Members are required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop

connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- V. Facility of joining the AGM through VC/OAVM shall be available on first come first serve basis.

Large Members (i.e., Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc., will not be subject to the aforesaid restriction of first come first serve basis.

- VI. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

- VII. 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 at the AGM.

- VIII. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned certified true copy (PDF/JPG Format) of its board or governing body resolution or authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The scanned image of the abovementioned documents should be in the name format Corporate Name_ EVENT NO. The said resolution/authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail ID address to scrutiniser.grasim@adityabirla.com with a copy marked to evoting@kfintech.com and grasim.secretarial@adityabirla.com

SPEAKER REGISTRATION:

- IX. Members holding shares as on the Cut-off Date and who would like to express their views or ask questions during the 76th AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open from Monday, 21st August 2023 (9.00 a.m. IST) to Wednesday, 23rd August 2023 (5.00 p.m. IST). Those Members who are registered as Speakers will only be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- X. Alternatively, Members may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/ folio number, e-mail ID and mobile number. The window will be closed on Wednesday 23rd August 2023 (5.00 p.m. IST).

- XI. Members seeking any information with regard to the accounts or any matter to be placed at the 76th AGM are requested to write to the Company on or before Wednesday, 23rd August 2023 through e-mail on grasim.secretarial@adityabirla.com. The same will be replied by the Company suitably.

OTHER INSTRUCTIONS

- a) In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. Ganesh Patro, Asst. Vice President, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032 Toll-free No.: 1800 309 4001.
- b) In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the Cut-off Date for e-voting and all other Members who have not received User ID and Password, he/she may obtain the User ID and Password in the manner as mentioned below:
 - I. 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 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - II. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- III. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.
- IV. Members may send an e-mail request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-voting platform then such Member can use his/her existing User ID and password for casting the vote through remote e-voting.

12. Information and instructions for e-voting facility (Insta Poll) at the AGM

- I. Facility to cast vote through e-voting (Insta Poll) at the AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at the AGM.
- II. The 'Vote Now Thumb sign' on the left hand corner of the video screen will be activated upon instructions of the Chairman during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members shall click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- III. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the AGM. However, those Members are not entitled to cast their vote again at the AGM.

Results of remote e-Voting and e-Voting (Insta Poll) at the 76th AGM

The Scrutiniser will after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman.

The Scrutiniser's decision on the validity of the vote shall be final. The result of e-voting along with the consolidated Scrutiniser's Report, will be displayed at the Registered Office of the Company and will be placed on the following websites as under:

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

13. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 12th August 2023 to Friday, 25th August 2023 (both days inclusive) for the purpose of payment of dividend, approved by the Members at the AGM.

14. Dividend related Information

- I. The Board of Directors has recommended final dividend of ₹ 10 per equity share of the face value of ₹ 2 each for the financial year ended 31st March 2023, subject to the approval of the Members at the 76th AGM. The record date for determining the entitlement of the Members to the final dividend for FY 2023 is Friday, 11th August 2023.
- II. Subject to the provisions of the Act, dividend as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, wherever applicable, 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 11th August 2023 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) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFinTech on Friday, 11th August 2023.
 - c) equity shares that may be allotted upon exercise of stock options granted under the 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 dividend, if approved at the AGM.
- III. In terms of the provisions of the Income Tax Act, 1961 dividend shall be taxable in the hands of Members at applicable rates of tax.
- IV. a) The Company will make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ('ECS')/National Electronic Clearing Service ('NECS').