



## GRASIM INDUSTRIES LIMITED

CIN: L17124MP1947PLC000410

**Registered Office:** P.O. Birlagram, Nagda - 456 331, Dist. Ujjain, Madhya Pradesh, India, **Tel. No.:** +91 7366-246766  
**Corporate Office:** Aditya Birla Centre, "A" Wing, 2<sup>nd</sup> 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  
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### POSTAL BALLOT NOTICE

To  
The Members,

**NOTICE** is hereby given pursuant to and in compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), read with the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, the General Circular No. 17/2020 dated 13<sup>th</sup> April 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 and General Circular No. 10/2021 dated 23<sup>rd</sup> June 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Members of Grasim Industries Limited (the 'Company') that it is proposed to transact the following business by the Members of the Company through Postal Ballot by remote e-voting process only ('remote e-voting').

The proposed Resolutions and the Explanatory Statement setting out the material facts as required in terms of section 102 of the Act read with the Rules and the MCA Circulars forms part of the Postal Ballot Notice ('Notice'), for seeking consent of the Members of the Company through Postal Ballot by remote e-voting only.

In view of prevailing MCA Circulars on Postal Ballot process, the voting on the resolutions covered in the Notice will take place through remote e-voting only and no physical ballots will be collected. Please refer to detailed instructions for remote e-voting explained in notes to the Notice.

### SPECIAL BUSINESS:

#### 1. Appointment of Mr. Harikrishna Agarwal (DIN: 09288720) as a 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, Mr. Harikrishna Agarwal (DIN: 09288720), who is appointed by the Board of Directors as an Additional Director of the Company with effect from 1<sup>st</sup> December 2021, and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from 1<sup>st</sup> December 2021."

#### 2. Appointment of Mr. Harikrishna Agarwal (DIN: 09288720) 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 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, consent of the Members be and is hereby accorded for appointment of Mr. Harikrishna Agarwal (DIN:09288720), as the Managing Director of the Company for the period and upon the following 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 be deemed 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 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 w.e.f. 1<sup>st</sup> December 2021, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

**B. Remuneration:**

- a) Basic Salary: Rs. 11,72,000/- (Rupees Eleven Lakh Seventy Two Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 20,00,000/- (Rupees Twenty Lakh only) per month;
- b) Special Allowance: Rs. 16,22,643/- (Rupees Sixteen Lakh Twenty Two Thousand Six Hundred and Forty Three only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs. 30,00,000/- (Rupees Thirty Lakh only) per month. 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 Rs. 9,00,00,000/- (Rupees Nine Crore only) per annum;
- d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted 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 hospitalization policy as applicable), as per the Company's Policy;
- d) Life Insurance: Life Insurance Cover as per the Company Policy;
- e) Accidental Insurance: Accident Insurance cover as per the Company Policy;
- f) Travel Expenses: Travel Expenses for self and family in accordance with the Policy of the Company;
- g) Club Membership: Fees of One Corporate Club 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 Policy of the Company;
- j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund as per the Policy of the Company;
- k) Gratuity and /or contribution to the Gratuity Fund of the Company: As per the Policy of the Company;

- l) Other Benefits: Leave and related benefits as per the Policy of the Company;
  - m) Other Allowances/Benefits, 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) In case Mr. Harikrishna Agarwal is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits applicable to that level, will also apply to him;
  - p) Annual remuneration review is effective from 1<sup>st</sup> July each year, as per the Policy of the Company.
- 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 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, wherein 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, 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board  
For Grasim Industries Limited



Sailesh Daga  
Company Secretary  
F4164

Place: Mumbai  
Date: 8<sup>th</sup> October 2021

**NOTES:**

- 1. The Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013 ('the Act') setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

### 3 A. **Dispatch of Postal Ballot Notice through electronic mode**

In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Tuesday, 12<sup>th</sup> October 2021, (the 'cut-off date') and whose e-mail IDs are registered with the Company/ Depositories. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their email IDs, the Company has provided the mechanism hereunder and a public notice to that effect has also been published in the newspapers before circulation of Postal Ballot Notice.

Members may note that the Notice will be available on the Company's website [www.grasim.com](http://www.grasim.com), website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited ('KFinTech') at <https://evoting.kfintech.com>.

#### B. **Registration of Email ID**

- I. For receiving copy of Notice of Postal Ballot, members who have not yet registered their email IDs are requested to get their email IDs registered with KFinTech, on a temporary basis, by following the procedure mentioned below:
  - (a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
  - (b) Select the company name i.e. Grasim Industries Limited

- (c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
- (d) 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.
- (e) 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.
- (f) 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.
- (g) Enter the email ID and mobile number.
- (h) System will validate DP ID – Client ID/Folio No. and PAN/Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as email ID for validation.
- (i) Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.
- (j) The Notice and remote e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- (k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email ID for receipt of the Notice and the remote e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- (l) In case of queries, members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.

- II. Members are requested to register their email ID permanently by following the procedure as mentioned below:
  - a) Members holding shares in physical mode and who have not registered/updated their email ID with the Company are requested to register/update their email ID with KFinTech by sending duly signed request letter at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with details of folio number and attaching a self-attested copy of PAN card.

- b) Members holding shares in dematerialised mode are requested to register/update their email ID with the relevant Depository Participants.
- c) Members whose names appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 12<sup>th</sup> October 2021 are eligible to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- v. 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 have been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting will be final.

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

#### 4. Instructions for remote e-voting





- i. In compliance with the provisions of sections 108, 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is providing facility to the Members to exercise votes through electronic voting system ('remote e-voting') on the e-voting platform provided by KFinTech. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:
 

Commencement of Remote e-voting	End of Remote e-voting
Monday, 18 <sup>th</sup> October 2021 (9.00 a.m. IST)	Tuesday, 16 <sup>th</sup> November 2021 (5.00 p.m. IST)

The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- iii. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Tuesday, 12<sup>th</sup> October 2021, i.e., cut-off date, may cast their vote by remote e-voting.
- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFinTech, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- vii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> 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.
- viii. 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 e-voting facility.
- ix. 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](mailto: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.

- x. The process and manner of remote e-voting is 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

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

<b>Type of Member</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL	<p><b>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</b></p> <ul style="list-style-type: none"> <li>i. Visit the e-services of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>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.</li> <li>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.</li> <li>iv. Click on company name i.e. 'Grasim Industries Limited' or ESP i.e. KFinTech.</li> <li>v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period</li> </ul>
	<p><b>2. Those not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select 'Register Online Ideas for IDeAS Portal' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. 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.</li> <li>v. 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.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. 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.</li> <li>viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who has opted for Electronic Access to Securities Information ('Easi / Easiest') facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on New System MyEasi</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>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.</li> </ul> <p><b>2. User not registered for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul>
	<p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat account number and PAN</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.</li> <li>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 i.e. 'Grasim Industries Limited' or select 'KFinTech'.</li> <li>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</li> </ul>
Individual Members login through their demat accounts / website of Depository Participant	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>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.</li> <li>iv. Click on options available against 'Grasim Industries Limited' or 'KFinTech'.</li> <li>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.</li> </ul>

**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:**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**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 email IDs are registered with the Company/ Depository Participant(s), will receive an email 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, email 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' 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 mentioned herein above. 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), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email ID and in consequence the Postal Ballot Notice cannot be serviced, may temporarily get their email ID and mobile number registered by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>. Members are requested to follow the process as guided to capture the email ID and mobile number for receiving the soft copy of the notice and the e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
5. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairperson or any other person duly authorized by Chairperson, on or before Thursday, 18<sup>th</sup> November 2021. These results will also be displayed along with the Scrutinizer Report on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company [www.grasim.com](http://www.grasim.com), website of KFinTech at <https://evoting.kfintech.com>, and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.
  6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 16<sup>th</sup> November 2021 i.e. the last date specified for receipt of votes through the remote e-voting process.
  7. All material documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date for receipt of

votes through the remote e-voting process. Members seeking to inspect such documents can send an e-mail to [grasim.secretarial@adityabirla.com](mailto:grasim.secretarial@adityabirla.com).

8. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.

**General Guidelines for Members:**

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutiniser.grasim@adityabirla.com](mailto:scrutiniser.grasim@adityabirla.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
2. In case of any queries, please visit Help and FAQs section available at KFinTech website <https://evoting.kfintech.com>. For any grievances related to remote e-voting, please contact Mr. Ganesh Patro, Senior Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at [evoting@kfintech.com](mailto:evoting@kfintech.com), Toll Free No. 1800 309 4001.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 1 & 2**

Pursuant to provisions of section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at its meeting held on 1<sup>st</sup> September 2021, appointed Mr. Harikrishna Agarwal (DIN: 09288720), as an Additional Director of the Company, w.e.f. 1<sup>st</sup> December 2021. At the said meeting, the Board of Directors based on the recommendation of NRC, also appointed Mr. Harikrishna Agarwal as the Managing Director of the Company, for a period of two years, w.e.f. 1<sup>st</sup> December 2021, subject to the approval of the members, on the terms and conditions including remuneration as recommended by the NRC and approved by the Board of the Directors.

As an Additional Director, Mr. Harikrishna Agarwal holds office upto the date of the Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received a notice from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received from Mr. Agarwal, consent to act as the Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act, and has not been debarred or disqualified from being appointed or continuing a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment.

### **Brief profile of Mr. Harikrishna Agarwal**

Mr. Harikrishna Agarwal, aged 62 years, is a Business Leader and a veteran of the Aditya Birla Group (ABG), having been part of ABG for close to four decades. During this period, he has held different roles in Cement, Chemicals and Pulp and Fibre Businesses before taking on his current role as Business Head, Pulp & Fibre.

He started his career with ABG in 1982 as Management Trainee at Rajashree Cement, a division of Indian Rayon. He subsequently worked with TANFAC as Chief Commercial Executive before moving to Thailand as Vice President (Commercial), Thai Peroxide in 1987 and became its Unit Head in 1995. In 2000, he moved to Epoxy Division in Thailand as Unit Head of Thai Epoxy and was Unit Head of Epoxy Division and Chlor Alkali Division from 2004 until 2009.

In 2009, he moved to Thai Rayon as Unit Head and President. In 2013, he took on the role of COO, Pulp and Fibre- SEA & China and Country Head, Group Affairs- Thailand. He returned to India in 2015 to take on the role of COO Manufacturing with Pulp and Fibre.

Mr. Agarwal is a Chartered Accountant and has done an Executive MBA from Sasin, Chulalongkorn University, Bangkok. He is also a recipient of Chairman's Outstanding Leader Award, 2012.

The remuneration and other terms and conditions of appointment of Mr. Harikrishna Agarwal as the Managing Director of the Company as set out in the resolution are subject to your approval. The Remuneration to be approved is in accordance with the remuneration policy

of the Company and is commensurate with the nature of qualification and experience in the similar business and the amount of remuneration drawn by his peers. So long as Mr. Agarwal functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

Taking into account the quality of experience, overseas exposure, outstanding leadership, scale of business handled, current needs of the business, present performance and potential assessment, the Board recommends (i) appointment of Mr. Harikrishna Agarwal as the Director of the Company as per the resolution set out at Item No. 1 of the Notice (ii) appointment of Mr. Harikrishna Agarwal as the Managing Director of the Company, for a period of two years, w.e.f. 1<sup>st</sup> December 2021, on the terms as to remuneration and otherwise as set out in the resolution at the Item No. 2 of the Notice. This Explanatory Statement may be considered as the requisite abstract under section 190 of the Act.

Mr. Harikrishna Agarwal is not related to any Director or Key Managerial Personnel of the Company. The disclosure relating to Mr. Harikrishna Agarwal, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out as an Annexure to the Notice.

The Board commends the Ordinary Resolutions set out at Item No. 1 and 2 of this Notice for the approval by the Members.

Except Mr. Harikrishna Agarwal and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1 and 2 of the Notice.

By Order of the Board  
For Grasim Industries Limited



Sailesh Daga  
Company Secretary  
F4164

Place: Mumbai  
Date: 8<sup>th</sup> October 2021

**DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Name of the Director	Mr. Harikrishna Agarwal
Date of Birth/Age	15 <sup>th</sup> September 1959/62 years
Date of First Appointment	1 <sup>st</sup> December 2021
Expertise in specific functional areas	Expertise in strategy, finance & commercial and management
Qualification(s)	Chartered Accountant and MBA from Sasin, Chulalongkorn University, Bangkok
Terms & Conditions of appointment and proposed remuneration to be paid	(i) Appointed as the Director w.e.f 1 <sup>st</sup> December 2021 (ii) Appointed as the Managing Director for a period of two years w.e.f 1 <sup>st</sup> December 2021. Terms and conditions of his appointment and proposed remuneration are specified in the resolution set out at Item no. 2 of the Notice.
Remuneration last drawn	Rs. 6,48,90,972 as Business Head, Pulp and Fibre
Shareholding in the Company including shareholding as a beneficial owner	Mr. Agarwal holds 27,777 equity shares of the Company. Mr. Agarwal holds 1,24,692 Stock Options and 34,628 Restricted Stock Units granted under the Company's ESOS Scheme, prior to his appointment as the Managing Director.
Number of Board meetings attended	Not Applicable
List of outside Company Directorships held in Indian Public Limited Companies	-
Chairman/Member of the Committee of the Board of Directors of the Company	-
Chairman/Member of the Committees of the Board of Directors of other Public Limited Companies in which he is a Director a. Audit Committee b. Stakeholders' Relationship Committee	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Agarwal is not related to any Director and Key Managerial Personnel of the Company

Note: Pursuant to Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

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