ADITYA BIRLA

GRASIM

27th August 2018

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 500300

The Secretary
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Scrip Code: GRASIM

Dear Sirs,

Sub: Notice of the 71st Annual General Meeting of Grasim Industries Limited

In terms of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the Seventy First Annual General Meeting (AGM) of the Company to be held on Friday, 14th September 2018 at 11.00 a.m. at the Registered Office of the Company at Grasim Staff Club, Birlagram Nagda 456331 (Madhya Pradesh).

The same is for your information and records, please.

Thank you.

Yours faithfully,
For Grasim Industries Limited

Hutokshi Wadia
President & Company Secretary

GRASIM INDUSTRIES LIMITED MUMBAI

Encl: As above

Cc :Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg, Europe

Citi Bank N.A.
Depositary Receipt Services
388, Greenwich Street, 14th Floor
New York, NY 10013

Citi Bank N.A.
Custodial Services
FIFC, 11th Floor, C - 54 & 55, G Block
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda - 456 331, Dist. Ujjain (M.P.), India
CIN: L17124MP1947PLC000410
Tel. No.: 07366 - 246760; E-mail: grasim.secretarial@adityabirla.com;
Website: www.grasim.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 71st Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held on Friday, 14th September 2018, at 11.00 a.m. at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda - 456331, District Ujjain, Madhya Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018, and the reports of the Directors and the Auditors thereon.

2. To declare Dividend on the Equity Shares of the Company for the financial year ended 31st March 2018.

3. To appoint a Director in place of Mr. Shailendra K. Jain (DIN: 00022454), who retires from office by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires from office by rotation and, being eligible, offers herself for re-appointment.

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

   "RESOLVED THAT pursuant to Resolution No. 6 passed at the 69th Annual General Meeting held on 23rd September 2016, the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as Joint Statutory Auditors of the Company for the period commencing from the conclusion of the 69th Annual General Meeting until the conclusion of the 74th Annual General Meeting of the Company to be held in the year 2021, at such remuneration and reimbursement of out-of-pocket expenses in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.

   RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

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

   "RESOLVED THAT pursuant to Resolution No. 5 passed at the 70th Annual General Meeting held on 22nd September 2017, the Company hereby ratifies the appointment of S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E), as Joint Statutory Auditors of the Company for the period commencing from the conclusion of the 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company to be held in the year 2022, at such remuneration and reimbursement of out-of-pocket expenses in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.

   RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

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

   "RESOLVED THAT in partial modification of Resolution No. 6 passed at the 69th Annual General Meeting held on 23rd September 2016, the words "subject to ratification of their appointment by the Members at every Annual General Meeting till the Seventy-third Annual General Meeting" appearing in the said Resolution No. 6 be deleted.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to ratify the appointment and fix the remuneration for the remaining term of appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as Joint Statutory Auditors of the Company, i.e., for the period commencing from the conclusion of the 72nd Annual General Meeting until the conclusion of the 74th Annual General Meeting of the Company to be held in the year 2021.

   RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

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

   "RESOLVED THAT in partial modification of Resolution No. 5 passed at the 70th Annual General Meeting held on 22nd September 2017, the words "subject to ratification of their appointment by the Members at every AGM till the Seventy-fourth AGM" appearing in the said Resolution No. 5 be deleted.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to ratify the appointment and fix the remuneration for the remaining term of appointment of S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E), as Joint Statutory Auditors of the Company, i.e., for the period commencing from the conclusion of the 72nd Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company to be held in the year 2022.

   RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Ms. Usha Sangwan (DIN: 02609263), who was appointed by the Board of Directors of the Company, as an Additional Director of the Company with effect from 23rd May 2018, be and is hereby appointed as a Director of the Company, whose office shall be liable to retirement by rotation."

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

    "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Mr. Himanshu Kapania (DIN: 03387441), who was appointed by the Board of Directors of the Company, as an Additional Director of the Company with effect from 14th August 2018, as per the provisions of Section 161 of the Companies Act 2013, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation."

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

    "RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, Ms. Anita Ramachandran (DIN: 00118188), who was appointed by the Board of Directors of the

Company, as an Additional and Independent Director of the Company with effect from 14th August 2018, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 14th August 2018."

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

    "RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or any other applicable law, the Directorship of Mr. M. L. Apte (DIN: 00003656) as an Independent Director on the Board of the Company be continued till the end of his term, i.e., up to the conclusion of the 72nd Annual General Meeting to be held in the year 2019."

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

    "RESOLVED THAT pursuant to the provisions of Regulation 17(1A) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or any other applicable law, the Directorship of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director on the Board of the Company be continued till the end of his term, i.e., up to the conclusion of the 72nd Annual General Meeting to be held in the year 2019."

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

    "RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re¬enactment thereof for the time being in force), or any other applicable law, the Directorship of Mr. O. P. Rungta (DIN: 00020559) as an Independent Director on the Board of the Company be continued till the end of his term, i.e., up to 24th September 2019."

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

    "RESOLVED THAT pursuant to the provisions of the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time or any other applicable law, the Directorship of Mr. Shailendra K. Jain (DIN: 00022454), as a Non-Executive Director on the Board of the Company, be continued till the end of his term, i.e., till he retires from office as Director, by rotation."

16. 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 any other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time:

    (i) M/s. D.C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611), appointed by the Board to conduct the audit of cost records of the Company, except Viscose Fibre Yarn - Century Rayon Division, for the financial year ending 31st March 2019 at a remuneration not exceeding ₹ 15,00,000 (Rupees Fifteen Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit be and is hereby ratified and confirmed.

    (ii) M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN- 100017), appointed by the Board to conduct the audit of cost records of Viscose Fibre Yarn - Century Rayon Division, for the financial year ending 31st March 2019 at a remuneration not exceeding ₹ 2,20,000 (Rupees Two Lakh Twenty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit be and is hereby ratified and confirmed.

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

17. 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 all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Memorandum and Articles of Association of the Company, the provisions of the Securities and

Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("the SEBI SBEB 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 or any other regulatory or governmental authority, and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, 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 constituted by the Board to exercise its powers conferred by this Resolution) consent be and is hereby accorded to the Board to introduce and implement the 'Grasim Industries Limited Employee Stock Option Scheme 2018' ("the Scheme 2018"), the salient features of which are furnished in the Explanatory Statements to the Notice and the same be implemented through creation of Grasim Employees' Welfare Trust ("the Trust").

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, to or for the benefit of, such persons who are in permanent employment of the Company and its subsidiary companies, in the management cadre, whether working in India or outside India, including any managing or whole time directors of the Company, its subsidiary companies (selected on the basis of criteria decided by the Board or Nomination and Remuneration Committee thereof) under the Scheme 2018, such number of stock options (comprising of options and/ or restricted stock units, as the case may be) (the "Stock Options") exercisable into not more than 35,15,528 Equity Shares of ₹ 2/- each (**the "Equity Shares"**) being 0.53% of the paid-up equity share capital of the Company as on 31st March 2018 (or such other number adjusted in terms of the Scheme 2018 as per applicable law), 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 Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, 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 authorized 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 0.53% i.e., 35,15,528 Equity Shares of ₹ 2/- each 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 2018.

RESOLVED FURTHER THAT the Board is authorised to formulate, evolve, decide upon and implement the Scheme 2018 and determine the detailed terms and conditions of the Scheme 2018, including but not limited to the quantum of the 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 subsidiary companies, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2018 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme 2018, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2018 from time to time in conformity with the provisions of the Companies Act, 2013, (including any rules or regulations made thereunder), the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the Employees who have been granted Stock Options under the Scheme 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary including or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme 2018 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the stock exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

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.

RESOLVED FURTHER THAT for the purpose of giving effect to the above 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 2018 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."

18. 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 all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("the SEBI SBEB 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 or any other regulatory or governmental authority and any other applicable laws, for the time being in force, and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, 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 constituted by the Board to exercise its powers conferred by this Resolution) consent be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2018 (referred to in the Resolution under Item No. 17 of this Notice) to such persons who are in permanent employment of any present and future subsidiary companies of the Company in the management cadre, whether working in India or outside India, including any Managing or Whole-time Directors (selected on the basis of criteria decided by the Board) under the Scheme 2018 in the manner mentioned in the Resolution under Item No. 17 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above 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."

19. 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 all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder as amended from time to time, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time ("the SEBI SBEB 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 or any other regulatory or

governmental authority and any other applicable laws for the time being in force, and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, 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 constituted by the Board 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 Scheme 2018 (**"the Scheme 2018"**) through the trust to be setup for this purpose in accordance with the SEBI SBEB Regulations;

(b) acquire, hold and deal in such number of equity shares of the Company acquired from the secondary market through the trust that may be set up in this regard ("the Trust"), not exceeding 35,15,528 fully paid-up Equity Shares of the Company of face value of ₹ 2/- each ("the Equity Shares"), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March 2018, prescribed under the SEBI SBEB Regulations, for the purpose of implementation of the Scheme 2018, or for any other purpose(s) as contemplated under and in due compliance with the provisions of the SEBI SBEB Regulations;

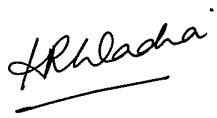
(c) Provide to the Trust the requisite funds up to ₹ 407 Crore (Rupees Four Hundred and Seven Crore only) for acquisition of up to 35,15,528 Equity Shares of the Company of ₹ 2/- each from the secondary market through the stock exchanges, representing 0.53% of the paid-up equity capital of the Company for the purpose of implementation of the Scheme 2018, in accordance with the Companies Act, 2013 or the SEBI SBEB 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 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 issues, merger and sale of division or other reorganisation of capital structure of the Company, the number of shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted and in such event the above ceiling of 0.53% Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued and to give effect to this resolution, the Board be and is hereby authorized 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.

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



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 14th August 2018

NOTES FOR MEMBERS' ATTENTION:

1. The relevant Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the special businesses under Item Nos. 7 to 19 of the Notice as set out above, are annexed hereto.

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

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

4. **A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER, HOLDING MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

5. Corporate members, intending to depute their authorised representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Company a duly certified true copy of the Board Resolution/Power of Attorney authorising their representatives to attend and vote on their behalf at the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authorities, as applicable.

6. During the period, beginning 24 hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the AGM.

8. The Register of Contracts or Arrangements, in which the Directors are interested, maintained under Section189 of the Act, will be available for inspection by the Members at the AGM.

9. In case of joint holders attending the meeting only such joint holder, who is higher in the order of names, will be entitled to vote.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 4th September 2018 to Friday, 14th September 2018 (both days inclusive), for the purpose of payment of dividend, if any, approved by the Members.

11. Subject to the provisions of the Act, Dividend as recommended by the Board, if approved at the Meeting, will be paid within a period of 30 days from the date of declaration, to those Members or their mandates, whose names are registered in the Company's Register of Members:

    a) as Beneficial Owners as at the end of the business hours on Monday, 3rd September 2018, as per the lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the equity shares held in electronic form; and

    b) as Members after giving effect to all valid equity share transfers in physical form which are lodged with the Company or its Registrar & Transfer Agent ("RTA") Karvy Computershare Private Limited on or before Monday, 3rd September 2018.

    Equity shares that may be allotted upon exercise of stock option granted under the Employee Stock Option Scheme(s) before the book closure date shall rank *pari passu* with the existing equity shares, and shall also be entitled to receive the dividend, if approved at the Meeting.

12. a) Members are advised to avail of the facility for receipt of future dividends through National Electronic Clearing Service (NECS). Members holding shares in dematerialised mode are requested to contact their respective Depository Participants (DPs) for availing NECS facility. Members holding shares in physical form are requested to download the NECS form from the website of the Company, and the same duly filled up and signed along with a photo copy of a cancelled cheque may be sent to the Company's RTA, Unit: Grasim Industries Limited. To avoid the incidence of fraudulent encashment of the

dividend warrants, Members are requested to intimate the Company's Registrar and Share Transfer Agents under the signature of the Sole/ First Jointholder, the following information, so that the bank account number, and name and address of the bank can be printed on the dividend warrants:

1) Name of the Sole/First Jointholder and Folio No.

2) Particulars of the bank account, viz.:

   i) Name of the bank

   ii) Name of the branch with IFS Code

   iii) Complete address of the bank with Pin Code Number

   iv) Account type, whether savings (SB) or current account (CA)

   v) Bank Account Number allotted by the Bank

13. Members, who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company/Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased jointholder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

14. Shareholders are requested to read the "Shareholder Information" section of the Full Annual Report for useful information.

15. Members, desirous of obtaining any information/ clarification on the Accounts and Operations of the Company, are requested to address their communication to the Company at its registered office, so as to reach at least one week before the date of the Meeting, so that the required information can be made available at the Meeting, to the extent possible.

16. Additional information, pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)], and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Act and the Rules thereunder.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent.

18. Pursuant to the provisions of Sections 101 and 136 of the Act, read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with their DPs or the Company. The Notice of this AGM along with the Annual Report for the year ended 31st March 2018 is being sent by electronic mode to those members whose e-mail addresses are registered with the DPs/Company, unless a member has requested for a physical copy of the same. Physical copies of the Abridged Annual Report are being sent by the permitted mode to those members who have not registered their e-mail addresses. The Annual Report for the year ended 31st March 2018 circulated to the members is also available on the Company's website, www.grasim.com.

    Members holding shares in physical mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agents, and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.

    If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company's Registrar and Share Transfer Agents in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.

19. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of the Companies (Accounts) Rules, 2014, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the Board of Directors has decided to circulate the Abridged Annual Report

containing the salient features of the Balance Sheet & Statement of Profit and Loss, and other documents to the shareholders for the Financial Year 2017-18 under the relevant laws.

Members, who desire to obtain the full version of the Annual Report, may write to the Company Secretary at the Registered Office. Full version of the Annual Report is also available on the Company's website www.grasim.com.

20. Instructions for Remote E-voting

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR), the Company is providing its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means, and the business may be transacted through remote e-voting platform provided by Karvy Computershare Private Limited ("Karvy"). The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).

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

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depository Participants):

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e., User ID and Password). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

iii. After entering these details appropriately, Click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT", i.e., Grasim Industries Limited.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified truecopy (PDF Format) of the Board Resolution/

Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: scrutinizer.grasim@adityabirla.com with a copy marked to evoting@karvy.com. The scanned image of the abovementioned documents should be in the naming format "Corporate Name_ EVENT NO."

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

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

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

C. Other Instructions:

i. The remote e-voting period commences on Tuesday, 11th September 2018 (9.00 a.m. IST) and ends on Thursday, 13th September 2018 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on 7th September 2018, i.e., Cut-Off date, may cast their vote electronically. A person who is not a Member as on the cut off date should treat this Notice for information purposes only. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

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

iii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their vote again.

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

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-Off date, i.e., Friday, 7th September 2018.

vi. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the Cut-Off date, i.e., 7th September 2018, may obtain the login ID and password by sending a request at evoting@ karvy.com. However, if any such person is already registered with Karvy for remote e-voting then he can use his existing User ID and Password in the manner as mentioned below:

(a) If the mobile number of the member is registered against Folio No./DP ID-Client ID, the member may send SMS: MYEPWD<space> E-voting Event Number +Folio No. or DP ID-Client ID to +91 9212993399

Example for NSDL:
MYEPWD<SPACE> IN12345612345678

Example for CDSL:
MYEPWD<SPACE> 1402345612345678

Example for Physical:
MYEPWD<SPACE> XXX1234567890

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

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

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

vii. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutiniser's decision on the validity of the vote shall be final and binding.

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

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

21. Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.

22. Members are requested to contact Karvy Computershare Private Limited/Share Department of the Company for en-cashing the unclaimed dividends standing to the credit of their accounts. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company, www.grasim.com.

Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013, all unpaid and unclaimed dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date they became due for payment, have been transferred to the General Reserve Account/Investor Education and Protection Fund (IEPF), established by the Central Government. Accordingly, unpaid and unclaimed dividend upto the year ended 31st March 2010 has already been transferred to the said Account/ Fund. Shareholders who have so far not en-cashed the dividend warrant(s) for the year ended 31st March 2011 or any subsequent years are, requested to make their claims to the Company's RTA on or before 30th September 2018, failing which the unpaid/unclaimed amount will be transferred to the IEPF.

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

Details of unpaid / unclaimed dividend is uploaded on the website of the Company and also on the website of the Ministry of Corporate Affairs ("MCA"), Government of India, before transferring to IEPF. The Company provides opportunity to the shareholders to claim the unpaid/unclaimed dividend due to them, failing which shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Suspense Account. Shareholders can, however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Suspense Account from the IEPF Authority by making an application in the manner specified under the IEPF Rules.

Pursuant to the provisions of Sections 124 and 125 of the Act, and the IEPF Rules, as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Suspense Account after complying with the procedure laid down under the IEPF Rules. The Company, in compliance with the aforesaid IEPF Rules, has sent individual notices to those shareholders whose shares are liable to be transferred to IEPF Suspense Account, and has also published notice in the newspapers. The Company has also uploaded full details of such shares due for transfer, as well as unclaimed dividends on the website of the Company www.ultratechcement. com. Shareholders are requested to verify the detailsof unclaimed dividends and the shares liable to be transferred to the IEPF Suspense Account.

23. Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit http://karisma.karvy.com and click on Members option for query registration through free identity registration process.

24. The Audited Accounts of the Company and its subsidiary companies are available on the Company's website, www.grasim.com The annual accounts of the Company's subsidiary companies and the related detailed information shall be made available to shareholders of the holding and subsidiary companies seeking such information at any point of time.

The route map of the venue of the Meeting is annexed to the Notice. The prominent landmark for the venue is that it is close to Indubhai Parekh Memorial Hospital, Nagda - 456 331, Madhya Pradesh.

ANNEXURE TO THE NOTICE

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

Item Nos. 7 & 8

Pursuant to the provisions of Section 139(1) of the Act, as amended with effect 7th May 2018, ratification of the appointment of the statutory auditors, by the members at every AGM during the period of their appointment, has been omitted with effect from that date.

At the 69th Annual General Meeting held on 23rd September 2016, Resolution No. 6, was passed for appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as Joint Statutory Auditors of the Company, for a term of five years, subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment. As a result of the amendment of section 139(1) of the Companies Act, 2013, it is no longer necessary in law to have the appointment of the statutory auditor ratified at every annual general meeting.

In view thereof, consent of the shareholders is sought to partially modify the said Resolution No. 6 passed at the 69th Annual General Meeting as provided in the Resolution and authorise the Board of Directors to ratify the appointment and fix the remuneration for the remaining term of the appointment of BSR & Co. LLP, Chartered Accountants (Registration No.101248W/W-100022), as Joint Statutory Auditors of the Company, i.e., for the years 2019-2020 and 2020-2021, as mentioned in the Resolution.

At the 70th Annual General Meeting held on 22nd September 2017, Resolution No. 5 was passed for appointment of S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E), as Joint Statutory Auditors of the Company, for a term of five years, subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment. As a result of the amendment of Sections 139(1) of the Companies Act, 2013, it is no longer necessary in law to have the appointment of the Statutory Auditor ratified at every Annual General Meeting.

In view thereof, consent of the shareholders is sought to partially modify the said Resolution No. 5 passed at the 70th Annual General Meeting as provided in the Resolution and authorise the Board of Directors to ratify the appointment and fix the remuneration for the remaining term of the appointment of S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E), as Joint Statutory Auditors of the Company, i.e., for the years 2019-2020, 2020-2021 and 2021-2022, as mentioned in the Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. The Resolution at Item Nos. 7 & 8 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the Members.

Item No. 9

As recommended by the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 23rd May 2018, appointed Ms. Usha Sangwan as an Additional Director of the Company, w.e.f. 23rd May 2018. As an Additional Director, Ms. Usha Sangwan holds office up to the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director of the Company. Ms. Usha Sangwan has consented to act as a Director of the Company.

Ms. Usha Sangwan is not related to any other Director of the Company. The disclosures relating to Ms. Usha Sangwan, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice. Considering her vast experience and knowledge in diverse areas, the Board recommends the Resolution, in relation to the appointment of Ms. Usha Sangwan as a Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Ms. Usha Sangwan, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

Item No. 10

As recommended by the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th August 2018 appointed Mr. Himanshu Kapania as an Additional Director of the Company, w.e.f. 14th August 2018. As an Additional Director, Mr. Himanshu Kapania holds office up to the date of this Annual General Meeting (AGM), and is eligible to be appointed as a Director of the Company. Mr. Himanshu Kapania has consented to act as a Director of the Company. Mr. Himanshu Kapania

is not related to any other Director of the Company. The disclosures relating to Mr. Himanshu Kapania, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice. Considering the rich experience and vast knowledge in diverse areas, the Board recommends the Resolution, in relation to the appointment of Mr. Himanshu Kapania as a Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. Himanshu Kapania, being an appointee, none of the other Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

Item No. 11

As recommended by the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th August 2018, appointed Ms. Anita Ramachandran as an Additional (Independent) Director of the Company for a term of five (5) consecutive years, w.e.f. 14th August 2018, not liable to retire by rotation, subject to the approval of the Members.

Ms. Anita Ramachandran has consented to act as an Independent Director of the Company.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act and as per the criteria set out under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)], Ms. Anita Ramachandran is eligible to be appointed as an Independent Director of the Company, and has given a declaration to the Board that she meets the criteria of independence as provided under the Act and SEBI (LODR).

In the opinion of the Board, Ms. Anita Ramachandran fulfils the conditions specified in the Act, the Rules made thereunder and SEBI (LODR) for the appointment as an Independent Director, and is independent of the Management.

The terms and conditions of the appointment of Ms. Anita Ramachandran are available for inspection by the Members at the Registered Office of the Company during the business hours on any working day of the Company, and the letter of appointment is also available on the website of the Company, www.grasim.com.

Ms. Anita Ramachandran is not related to any other Director of the Company. The disclosure relating to Ms. Anita Ramachandran, as required under SEBI (LODR), is set out as an Annexure to the Notice.

The Board commends the Ordinary Resolution set out at Item No. 11 of this Notice for the approval by the Members.

Except Ms. Anita Ramachandran, being an appointee, none of the Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11 of the Notice.

Item Nos. 12 to 15

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, notified on 9th May 2018 and effective from 1st April 2019, approval of the Members by way of a special resolution is required for continuation of directorship of non-executive directors of the Company who have attained the age of 75 years.

Four of the Company's Non-Executive Directors, Mr. M. L. Apte, Mr. B. V. Bhargava, Mr. O. P. Rungta and Mr. Shailendra K. Jain, have/will have attained the age of 75 years on 1st April 2019.

Mr. M. L. Apte was appointed as an Independent Director of the Company by the Board of Directors of the Company at its meeting held on 2nd May 2014 and approved by shareholders in the Annual General Meeting held on 6th September 2014, under Section 149 and Schedule IV of the Companies Act, 2013, for a term of five consecutive years till the conclusion of the 72nd AGM to be held in the year 2019. Mr. Apte holds a Bachelor of Arts degree from Mumbai University. Mr. Apte is an industrialist and is presently the Chairman of Apte Group of industries, and has served as the President of the Bombay Chamber of Commerce. He was selected to be the Sheriff of Mumbai in 1983. He was also the President of Cricket Club of India.

Mr. B. V. Bhargava was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 2nd May 2014 and approved by shareholders in the Annual General Meeting held on 6th September 2014, under Section 149 and Schedule IV of the Companies Act, 2013, for a term of for a term of five consecutive years till the conclusion of the 72nd AGM to be held in the year 2019. Mr. B. V. Bhargava holds a Master of Commerce and LLB degree.

Mr. Bhargava served as the Managing Director of ICICI Bank Ltd. until 1st May 1996. Mr. Bhargava served at Tariff Commission of India, the Indian Investment Centre, New York, and as Chairman of ICICI, Telecom Group Advisory to the Government of India. He served as an Assistant Director of New York at Indian Investment Centre. He has a distinguished career in development banking and project finance for nearly three decades. Mr. Bhargava served as the Non-Executive Chairman of the Board of National Commodity and Derivatives Exchange Limited. He served as the Chairman of CRISIL Ltd. until July 2008. Mr. Bhargava is also on the Board of various companies.

Mr. O. P. Rungta was appointed as an Independent Director on 25th September 2014. His appointment was approved by shareholders in the Annual General Meeting held on 19th September 2015, under Section 149 and Schedule IV of the Companies Act, 2013, for a term of five consecutive years commencing from 25th September 2014 and ending on 24th September 2019.

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

Academically, Mr. Shailendra K. Jain is a B. Sc. (gold medalist) from Vikram University, Ujjain, and a B.E. Hons. (gold medalist) from the University of Mumbai and S. M. from Massachusetts Institute of Technology, U.S.A.

Mr. Shailendra K. Jain joined the Company at its SFD, Nagda in 1965. He became the President of the Company in December 1993 and was appointed as a Whole-time Director in 2001. He was also the Chairman of Business Review Council of Aditya Birla Group.

Besides being a Director of Pulp and Fibre business of Aditya Birla Group covering Grasim Industries and its subsidiaries, Mr. Jain is also the Chairman of Aditya Birla Cellulosic (Egypt) Co. SAE and a Commissioner at PT Sunrise in Indonesia.

For his contribution, he has been honoured with the ABG Ratna Award in 2017. He has received many honour and accolades in his professional journey. He was the first Indian to chair a TAPPI session in USA. He has authored several articles based on his practical and research experience in the field of environment, forestation, productivity, rayon fibre and wood pulp.

Though the incumbents have / will have attained the age of seventy-five years on or before 1st April 2019, they are in good health and of sound and alert mind, and the Board is confident about them being able to function and discharge their duties in an able and competent manner till the end of their respective current tenure.

Considering their seniority, expertise and vast experience in their respective fields, and their contributions to the Company, the Board recommends their continuation as Directors till the end of their respective current terms.

Except Mr. M. L. Apte, Mr. B. V. Bhargava, Mr. O. P. Rungta and Mr. Shailendra K. Jain, none of the other Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said Resolutions.

Item No. 16

The Board of Directors, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019:

Name of the Cost Auditor	Division of the Company	Remuneration
M/s. D. C. Dave & Co., Cost Accountants, Mumbai (Registration No. 000611)	All Divisions of the Company, except Viscose FibreYarn -Century Rayon Division	₹ 15.00 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses
M/s. M. R. Dudani & Co., Cost Accountants, Mumbai (Registration No. FRN - 100017)	Viscose Fibre Yarn – Century Rayon Division	₹ 2.20 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2019.

The Board commends the Ordinary Resolution set out at Item No. 16 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution set out at Item No. 16 of the Notice.

Item Nos. 17 & 18

Stock options in the hands of employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its shareholders, providing an opportunity to the employees to share in the growth of the Company and to create wealth in the hands of the employees.

Accordingly, the Company intends to reward, attract, motivate and retain employees and directors of the Company, its subsidiary companies for their high level of individual performance and for their efforts to improve the financial performance of the Company.

The eligible employees shall be granted employee stock options in the form of options ("Options") and/ or restricted stock units ("RSUs") which will be exercisable into equity shares of ₹ 2/- each of the Company ("the Equity Shares"), upon such terms and conditions applicable to the Options and RSUs, as the case may be. Towards this, the Company has proposed to approve and adopt the 'Grasim Industries Limited Employee Stock Option Scheme 2018' (hereinafter referred to as "the Scheme 2018"). The Board of Directors of the Company, at its meeting held on 14th August 2018, has based on the recommendations of the Nomination and Remuneration Committee, approved the broad framework of the Scheme 2018.

The Members are informed that the Company intends to offer not more than 35,15,528 Equity Shares under the Scheme 2018 by way of grant of Options and RSUs. Options and RSUs are collectively referred to as "Stock Options". The Scheme 2018 will be administered by the Nomination and Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Companies Act, 2013, through a trust, viz., the Grasim Employees' Welfare Trust to be set up for the purpose.

To promote the culture of employee ownership, approval of Members is also being sought for grant of Stock Options to certain employees and directors of the Company, it's subsidiary companies.

The Scheme 2018 is being formulated in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). Relevant details with respect to the aforementioned Scheme 2018 are as follows:

(i) Total number of Stock Options to be granted

The total number of Stock Options, that may in the aggregate be granted, shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 35,15,528 Equity Shares of ₹ 2/- each ("the Equity Shares") being 0.53% of the paid-up equity share capital of the Company. The aggregate number of Stock Options, proposed to be granted under the Scheme 2018, shall not be exercisable into more than 0.53% of the overall ceiling of Equity Shares to be issued under the Scheme 2018 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time).

Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one RSU will entitle the grantee to one Equity Share).

In case of any corporate action(s), such as rights issue, bonus issue, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of 0.53% shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse, and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2018 or under a new scheme, subject to compliance with applicable laws.

(ii) Identification of classes of employees entitled to participate in the Scheme 2018

Persons who are permanent employees of the Company in the management cadre, working in or out of India, including managing or whole-time directors of the Company, and that of its subsidiary companies, will be entitled to participate in the Scheme 2018, subject to fulfilment of the eligibility criteria, as may be specified in terms of the SEBI SBEB Regulations or as may be decided by the Board or the Nomination and Remuneration Committee, from time to time.

The following category of employees/directors shall not be eligible to participate in the Scheme 2018:

(a) promoter or person belonging to the Promoter Group;

(b) an Independent Director;

(c) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

(iii) Requirements of vesting and period of vesting

The Board or the Nomination and Remuneration Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement, of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than one year and not later than four years from the date of grant of Options or such other period as may be determined by the Nomination and Remuneration Committee. The vesting schedule (i.e., exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2018 shall vest in one or more tranches.

Vesting period for RSUs: The RSUs would vest not earlier than one year and not later than three years from the date of grant of RSUs or such other period as may be determined by the Nomination and Remuneration Committee. The vesting schedule (i.e., exact proportion in which and the exact period over which the RSUs would vest) would be determined by the Nomination and Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of RSUs. The RSUs granted under the Scheme 2018 shall vest in one or more tranches.

(iv) Exercise price or pricing formula

Exercise price for Options: The Equity Shares may be transferred pursuant to the exercise of Options at the market price of the Equity Shares as at the date of the grant of the Options or at such other price as may be decided by the Board from time to time, in compliance with the SEBI SBEB Regulations, provided that the exercise price per Option shall not be less than the face value of the Equity Share of the Company.

Exercise price for RSUs: Upon exercise of the RSUs, the Equity Shares may be transferred at face value of the Equity Share of the Company or at such price as may be determined by the Board and / or Nomination and Remuneration Committee, provided that the exercise price per RSU shall not be less than the face value of the Equity Share of the Company.

(v) Exercise period or process of exercise

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as may be determined by the Board or the Nomination and Remuneration Committee.

During the exercise period relating to each vesting, vested Options and vested RSUs can be exercised in one or more tranches, such that each tranche will be a minimum of 500 Options or 100 RSUs, as the case may be, except in cases where the number of vested Options is less than 500 or where the number of outstanding vested RSUs is less than 100 in which event the vested Options and vested RSUs will be exercised in a single tranche.

The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the Nomination and Remuneration Committee, from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

(vi) The Appraisal process for determining the eligibility of employees

The appraisal process for determining the eligibility of the employee will be specified by the Board or the Nomination and Remuneration Committee, and will be based on criteria, such as role / criticality of the employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or

the Nomination and Remuneration Committee, as applicable, at its sole discretion.

The Board or the Nomination and Remuneration Committee may decide to extend the benefits of the Scheme 2018 to new entrants or to existing employees on such basis as it may deem fit, in accordance with the applicable law.

(vii) Disclosure and Accounting Policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities, from time to time.

(viii) Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options to be granted to any employee shall be decided by the Board or the Nomination and Remuneration Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme 2018 shall not exceed 0.20% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company, from time to time).

The aggregate of all such Stock Options shall not result into more than 35,15,528 Equity Shares which shall be adjusted in lieu of corporate actions, adjustments/re-organisation of capital structure of the Company, from time to time.

(ix) Implementation and Administration

The Scheme shall be administered through the Nomination and Remuneration Committee and through a trust, as the Board or the Nomination and Remuneration Committee deem fit. Further, secondary acquisition of the Equity Shares from the stock exchanges, for the purposes of implementing the Scheme 2018 would only be undertaken by the Trust.

The Company believes that the implementation of the Scheme 2018 through the secondary market acquisition is in the best interest of the Company and its shareholders, and it will not create any dilution in their shareholding besides being easier and efficient in implementation. The Trust shall be authorised to acquire equity shares of the Company from the secondary market. The Company proposes to provide the requisite funds to the Trust for this purpose, in accordance with the applicable laws.

(x) Whether the Scheme 2018 involves new issue of Equity Shares by the Company or secondary acquisition or both

The Scheme 2018 will only involve secondary acquisition of Equity Shares by the Trust through recognised stock exchanges. The secondary acquisition of Equity Shares will be undertaken in compliance with the SEBI SBEB Regulations and other applicable laws.

(xi) The amount of funds to be provided for the implementation of the Scheme 2018 by the Company to the Trust, its tenure, utilisation, repayment terms.

The Company shall provide the requisite funds from time to time, not exceeding ₹ 407 Crore (Rupees Four Hundred and Seven Crore), to the Trust to fund the acquisition of Equity Shares by the Trust from the stock exchanges through secondary acquisition, in terms of the Scheme 2018. Further funds, if any, to be provided to the Trust by the Company in pursuance of the Scheme 2018, on account of increase in the price of the Equity Shares, will be extended in accordance with applicable laws. The Exercise Price received from the employees upon exercise of Stock Options shall be used by the Trust for the purposes of repayment to the Company.

(xii) Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2018

In terms of the Scheme 2018 and in accordance with the SEBI SBEB Regulations, the Trust, that may be set up for the implementation of the Scheme 2018, may acquire Equity Shares through secondary acquisition, such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year. As at 31st March 2018, 2% of the paid-up equity share capital of the Company comprised 1,31,47,429 Equity Shares of ₹ 2/- each. Further, in terms of the SEBI SBEB Regulations, the total number of Equity Shares to be held by the Trust shall not exceed 5% of the paid-up equity share capital of the Company as at the end of the financial year, immediately prior to the year in which the shareholders' approval is obtained, i.e., FY 2018. As at 31st March 2018, 5% of the paid-up equity share capital of the Company comprised 3,28,68,572 Equity Shares of ₹ 2/- each.

(xiii) Method of Stock Options' valuation

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted or such valuation method as may be prescribed from time to time, in accordance with the applicable laws.

In the event the Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings per Share of the Company shall also be disclosed in the Directors' Report.

(xiv) Transferability of Stock Options

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees,as prescribed.

(xv) Other Terms

The Board or the Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms of the Scheme 2018, in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees, who have been granted stock options under the Scheme 2018.

The SEBI SBEB Regulations also require separate approval of Members by way of Special Resolution to grant Stock Options to the employees of the Company's subsidiary company(ies). Accordingly, a separate Resolution under Item No. 18 is proposed, to extend the benefits of the Scheme 2018 to the employees of the Company's subsidiary company(ies), as may be decided by the Nomination and Remuneration Committee from time to time, under the applicable laws.

None of the Directors of the Company is in any way concerned or interested in the Resolution, except to the extent of the Equity Shares that may be offered to them under the Scheme 2018. The Stock Options to be granted under the Scheme 2018 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board recommends Resolutions No. 17 and 18 for approval of the Members of the Company.

Item No. 19

As indicated in the Explanatory Statement pertaining to Item No. 17 and Item No. 18, the Board of Directors of the Company, at its meeting held on 14th August 2018, approved the broad framework of the Grasim Industries Limited Employee Stock Option Scheme 2018 ("the Scheme 2018"). Further, the Scheme 2018 shall be administered by the Nomination and Remuneration Committee through a trust. Further, in terms of the Scheme and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended ("the SEBI SBEB Regulations"), the trust may acquire Equity Shares through secondary acquisition, such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year. As at 31st March 2018, 2% of the paid-up equity share capital of the Company comprised 1,31,47,429 Equity Shares. Further, in terms of the SEBI SBEB Regulations, the total Equity Shares to be held by the Trust shall not exceed 5% of the paid-up equity share capital of the Company as at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained, i.e., FY2018. As at 31st March 2018, 5% of the paid-up equity share capital of the Company comprised 3,28,68,572 Equity Shares.

In accordance with the SEBI SBEB Regulations, a separate Resolution is required to be passed as a Special Resolution by Members of the Company, if the implementation of the Scheme 2018 involves setting up of a trust, secondary acquisition of Equity Shares and provision of money whether by way of a loan or otherwise. Therefore, a separate resolution is proposed for secondary acquisition of Equity Shares for the implementation of the Scheme 2018, through a trust to be setup for this purpose, and provision of money for such acquisition in accordance with applicable laws in accordance with the applicable laws.

Upon approval of the Members and after complying with the procedural and statutory formalities, the Trust is empowered to acquire in one or more tranches, up to 35,15,528 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.53% of the paid-up equity share capital

of the Company for the implementation of the Scheme 2018.

The Company proposes to provide to the Trust the requisite funds up to ₹ 407 Crore (Rupees Four Hundred and Seven Crore only) to undertake the secondary acquisition. The funds to be provided to the Trust will be interest-free and be utilised for implementation of the Scheme 2018. As and when the exercise price is recovered from the employees, from time to time, upon exercise of options, the Trust may repay the amount to the Company.

The relevant disclosures, as required under Section 67, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, are as follows:

a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for subscription to shares:

Refer point (ii) in the Explanatory Statement relating to Item Nos.17 & 18 above.

b) The particulars of the trustee in whose favour such shares are to be registered:

Same as (c) below.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the Promoters, Directors or Key Managerial Personnel :

Name of the Trust: Grasim Employees' Welfare Trust

Address of the Trust: A-2, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030.

Particulars of the Trustees are given below :-

Sr. No.	Name	Address	Occupation	Nationality
1.	Mr. Anil Malik	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai - 400 030	Service	Indian
2.	Mr. Chandrashekhar Chavan	Skyline Icon Building 86/92, off Andheri Kurla Road, Marol Village, Andheri (E) Mumbai 400059	Service	Indian
3.	Mr. Indrajit Pathak	Birla Centurion, Pandurang Budhkar Road, Worli, Mumbai - 400 030	Service	Indian
4.	Mr. Ashok Ramachandran	Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai 400 030	Service	Indian

None of the above Trustees and their respective relatives is related to Promoters, Directors or Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SEBI SBEB Regulations, none of the trustees hold 10% or more beneficial interest in the Company.

d) Any interest of the Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof:

Directors and KMP may be deemed to be interested to the extent of Equity Shares as may be granted to them under the Scheme 2018. None of the Promoters are interested in the Scheme 2018 or in the Trust.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2018:

The Employees can exercise Options granted to them to get Equity Shares.

f) Details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme 2018 would be exercised:

The SEBI SBEB Regulations provides that the Trustee of an Trust, which is governed under the SEBI SBEB Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights.

In line with the requirements of the SEBI SBEB Regulations, the trustees shall not exercise voting rights in respect of the Equity Shares held by the Trust pursuant to the Scheme 2018.

Regulation 6 of the SEBI SBEB Regulations requires that any ESOS for offering Options to the employees must be approved by the Members by way of a Special Resolution. Accordingly, the Resolutions set as Item Nos.17, 18 & 19 are being placed for the approval of the members pursuant to the provisions of the Companies Act, 2013, and Regulation 6 of the SEBI SBEB Regulations and all other applicable provisions of the law, for the time being in force.

As per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees/compensation (including stock options) paid to Non-Executive Directors, including Independent Directors, shall require previous approval of shareholders in general meeting. Since it is proposed to grant Options to Directors of the Company whether Whole-time Directors or not (but excluding Promoter, Promoter Group, Independent Directors, and a Director, who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) Resolution set out in Item No. 17 and 18 are placed for approval of the Members.

None of the Directors of the Company is in any way, concerned or interested in the Resolution and in appointment of Trustee, except to the extent of the Equity Shares that may be offered to them under the Scheme 2018. The Stock Options to be granted under the Scheme 2018 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

The Board recommends Resolution No. 19 for approval of the Members of the Company.

By Order of the Board



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 14th August 2018

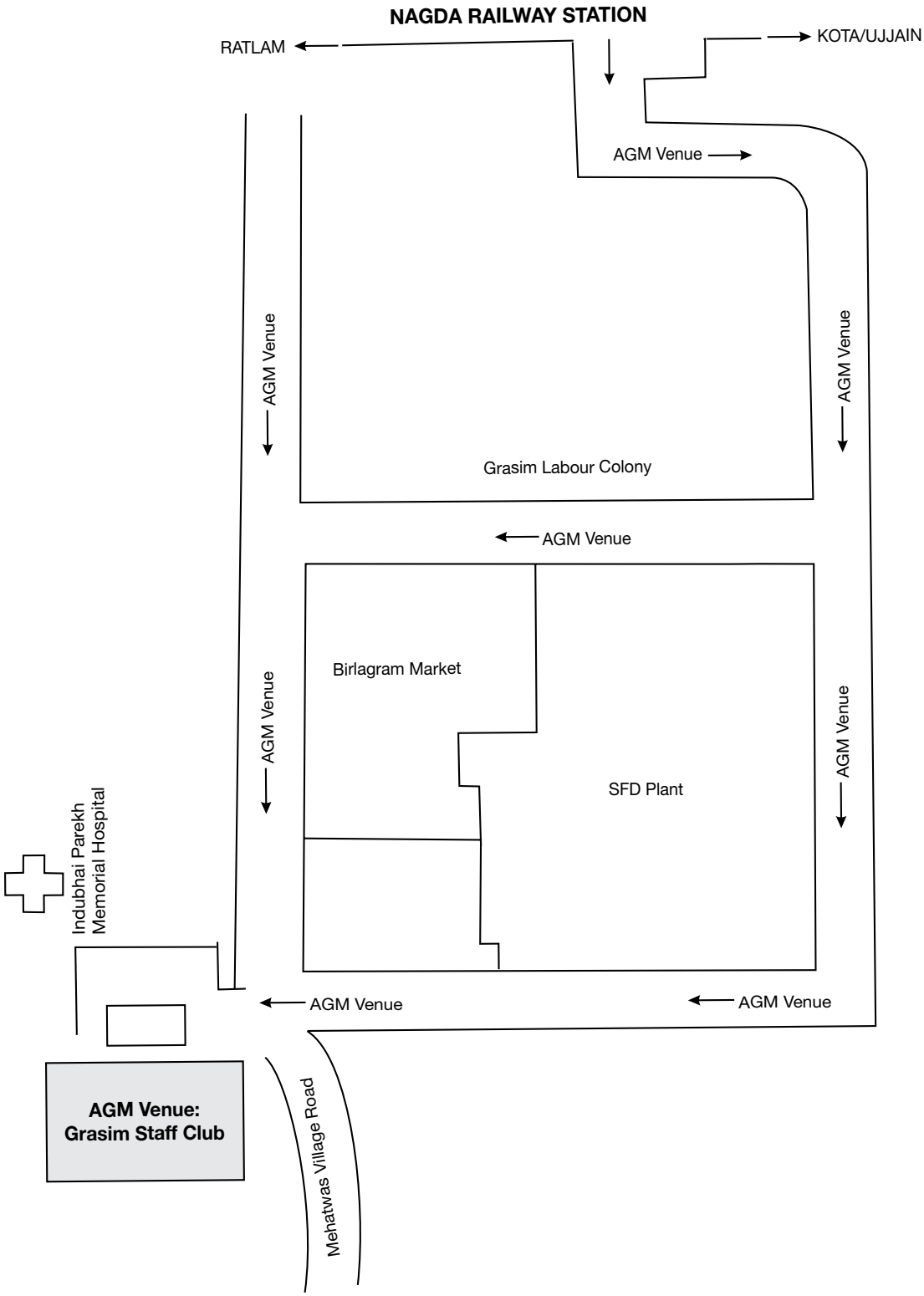
DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Name of the Director	Mr. Shailendra K. Jain	Mrs. Rajashree Birla	Ms. Usha Sangwan	Mr. Himanshu Kapania	Ms. Anita Ramachandran
Date of Birth	04.12.1943	15.09.1943	1.10.1958	23.04.1961	28.04.1955
Date of First Appointment	01.04.2010	14.03.1996	23.05.2018	14.08.2018	14.08.2018
Expertise in specific functional areas	Management	Industrialist	Vast experience in Insurance, Sector and Managing Director of Life Insurance Corporation of India	Vast experience in Telecom Industry and General Management	Management Consultant
Qualification	B.Sc, B.E. (Hons.) SM (MIT)	B.A.	Master's Degree in Economics and a Post Graduate Diploma in Human Resource Management	1. B.Tech. in Electrical Engineering from Birla Institute ofTechnology, Mesra 2. PGDBM (Marketing) from IIM, Banglore	M.B.A. (Finance), Jamnalal Bajaj Institute, Mumbai
No. of Equity Shares held (31.03.2018)	65,430	5,52,850	-	340	-
List of outside Company Directorships held in Indian Public Limited Company	1. Samruddhi Swastik Trading and Investments Ltd. 2. Sun GodTrading and Investments Ltd.	1. Idea Cellular Limited 2. Hindalco Industries Limited 3. Aditya Birla Health Services Limited 4. UltraTech Cement Limited 5. Century Enka Limited 6. CenturyTextiles and Industries Limited	1. Axis Bank Ltd. 2. Ambuja Cement Limited 3. LIC Housing Finance Limited 4. LIC Cards Services Limited 5. BSE Limited 6. GIC of India	1. Idea Cellular Limited 2. IndusTowers Limited 3. Idea Cellular Services Limited 4. Aditya BirlaTelecom Limited 5. IdeaTelesystems Limited 6. Aditya Birla Idea Payments Bank Limited	1. Godrej and Boyce Mfg. Co. Limited 2. 3D PLM Software Solutions Limited 3. Kotak Mahindra Old Mutual Life Insurance Limited 4. Aditya Birla MyUniverse Limited 5. Aditya Birla Retail Limited 6. Aditya Birla Housing Finance Limited 7. IDFC Asset Management Company Limited 8. Utkarsh Small Finance Bank Limited 9. Rane (Madras) Limited
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/she is a Director					
Audit Committee	1. Samruddhi Swastik Trading and Investments Limited - Member	-	-	-	1. Godrej and Boyce Mfg. Co. Limited - Member 2. 3D PLM Software Solutions Limited - Chairperson 3. Aditya Birla MyUniverse Limited - Member 4. Aditya Birla Retail Limited - Member 5. Aditya Birla Housing Finance Limited - Member 6. IDFC Asset Management Company Limited - Member 7. Utkarsh Small Finance Bank Limited - Member
Stakeholders Relationship Committee	-	-	-	1. Idea Cellular Limited - Member	1. Rane (Madras) Limited - Member 2. 3D PLM Software Solutions Limited - Member 3. Utkarsh Small Finance Bank Limited - Member
Disclosure of Relationship *inter-se*	None	Mother of Mr. Kumar Mangalam Birla	None	None	None

*including shares held in HUF

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees, viz.,Audit Committee and Stakeholders Relationship Committee have been considered.

Route Map to the Venue of the Annual General Meeting



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel No.: 07366 - 246760; Fax: 07366 - 244114; E-mail: grasim.secretarial@adityabirla.com;
Website: www.grasim.com

FORM NO. MGT-11

PROXY FORM

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

Tear Here

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No./DP ID and Client ID : .....

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

1. Name .....
   Address : .....
   E-mail ID : .....
   Signature : ..... or failing him/her;
2. Name .....
   Address : .....
   E-mail ID : .....
   Signature : ..... or failing him/her;
3. Name .....
   Address : .....
   E-mail ID : .....
   Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 71st Annual General Meeting of the Company, to be held on Friday, 14th September 2018 at 11.00 A.M. at Grasim Staff Club, Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh, and at any adjournment thereof in respect of such resolutions and as indicated below:

Item No.	Description of the Resolution	FOR	AGAINST
1.	Adoption of the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend on Equity Shares for the financial year ended 31st March 2018.		
3.	Appointment of Director in place of Mr. Shailendra K. Jain (DIN: 00022454), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	Appointment of Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires by rotation and, being eligible, offers herself for re-appointment.		
5.	Ratification of appointment of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as the Joint Statutory Auditors of the Company, and to fix their remuneration.		
6.	Ratification of appointment of S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E), as the Joint Statutory Auditors of the Company and to fix their remuneration.		
7.	Partial modification of Resolution No. 6 passed at the 69th Annual General Meeting held on 23rd September 2016, for appointment and remuneration of B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as the Joint Statutory Auditors of the Company		
8.	Partial modification of Resolution No. 5 passed at the 70th Annual General Meeting held on 22nd September 2017, for appointment and remuneration of S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E), as the Joint Statutory Auditors of the Company		
9.	Appointment of Ms. Usha Sangwan (DIN: 02609263) as Non-Executive Director of the Company		
10.	Appointment of Mr. Himanshu Kapania (DIN: 03387441) as Non-Executive Director of the Company		
11.	Appointment of Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director of the Company		
12.	Approval for continuation of Directorship of Mr. M. L. Apte (DIN: 00003656)		
13.	Approval for continuation of Directorship of Mr. B. V. Bhargava (DIN: 00001823)		
14.	Approval for continuation of Directorship of Mr. O. P Rungta (DIN: 00020559)		
15.	Approval for continuation of Directorship of Mr. Shailendra K. Jain (DIN: 00022454)		
16.	Ratification of the remuneration of the Cost Auditor M/s D.C. Dave & Co., Cost Accountants (Registration No. 000611) and M/s. M. R. Dudani & Co., Cost Accountants, (Registration No. FRN- 100017 for the financial year ending 31st March 2019.		
17.	Approve and Adopt Grasim Industries Limited Employee Stock Option Scheme 2018.		
18.	Approve the Extension of Benefits of the Grasim Industries Limited Employee Stock Option Scheme 2018 to the permanent employees in the management cadre, including Managing and Whole-time Directors, of the Subsidiary Companies of the Company.		
19.	Approve the use of the trust route for the implementation of the Grasim Industries Limited Employee Stock Option Scheme 2018 and secondary acquisition of the equity shares of the Company by the trust to be set up.		

Signed this ..... day of 2018

Affix Revenue Stamp

.....
Signature of Member(s)

.....	.....	.....
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy holder

Note:

a. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

b. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 71st Annual General Meeting.

c. It is optional to put an "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

d. Please complete all details, including details of member(s), in the above box before submission.