Ref. No. GIL/CFD/SEC/17/053/SE

Date: 08th March 2017

Bombay Stock Exchange Limited
Department of Corporate Services
1st Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street,
Fort, Mumbai - 400 001

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Dear Sirs,

Ref: Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

Sub: Newspaper Advertisement regarding notice of the NCLT Convened Meetings of the Company

In terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copies of the newspaper advertisement regarding the notice of the National Company Law Tribunal (NCLT) meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company to be held on Thursday, 6th April 2017 under Section 230-232 of the Companies Act, 2013 for the purpose of the arrangement embodied in the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

The above is for your information and record.

Thank you.

Yours faithfully,
For **Grasim Industries Limited**

Hutokshi Wadia
President & Company Secretary

Encl : as above

Grasim Industries Limited
Aditya Birla Centre, 'A' wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India
T: +91 22 6652 5000 / 2499 5000 | F: +91 22 6652 5114 / 2499 5114
E: grasim-cfd@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410
Regd. Office : P.O. Birlagram, Nagda – 456 331 (M.P.)

WWW.INDIANEXPRESS.COM
THE INDIAN EXPRESS, SATURDAY, MARCH 4, 2017

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT AHMEDABAD**

CA (CAA) NO. 2/230-232/NCLT/AHM/2017

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Grasim Industries Limited;

And

In the matter of Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors;

Grasim Industries Limited,
a company incorporated under the provisions of the Gwalior Companies Act (1 of Samvat 1963) and having its registered office at Birlagram, Nagda - 456331, District Ujjain, Madhya Pradesh. } .....Applicant Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS

NOTICE is hereby given that by a final order dated 6th day of February, 2017 as rectified vide order dated 14th day of February 2017, the Hon'ble National Company Law Tribunal, Bench at Ahmedabad **("NCLT")** has directed separate meetings to be held of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited (the Company) and Aditya Birla Financial Services Limited and their respective shareholders and creditors **("Scheme")**.

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of the equity shareholders, secured creditors and unsecured creditors of the Company will be held as under, at which the said equity shareholders, secured creditors and unsecured creditors are requested to attend:

S. No.	Class of Meetings	Date of Meetings	Time (IST)	Place of Meeting
1.	Equity Shareholders	Thursday, 6th day of April 2017	11:00 am.	Grasim Staff Club, Birlagram, Nagda - 456331 District Ujjian, Madhya Pradesh, India
2.	Secured Creditors		12:00 noon	
3.	Unsecured Creditors		1.00 pm.	

Copies of the said Scheme, Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and form of proxy, can be obtained free of charge within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders/creditors of the Company, at the registered office of the Company or at the office of its advocates M/s. Singhi & Co., Singhi House, 1, Magnet Corporate Park, Near Sola Bridge, S.G. Highway, Ahmedabad - 380 059, Gujarat, India. Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at Birlagram, Nagda - 456331 District Ujjian, Madhya Pradesh, India, not later than forty eight (48) hours before the scheduled time of the commencement of the aforesaid meetings.

NCLT has appointed Mr. Shailendra K. Jain, a Director of the Company, and failing him, Mr. M. L. Apte, an Independent Director of the Company and failing him Mr. Sushil Agarwal, Whole-time Director and Chief Financial Officer of the Company, to be the Chairman of the said meetings of the equity shareholders, secured creditors and unsecured creditors of the Company.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of NCLT.

FURTHER NOTICE is hereby given to the equity shareholders of the Company [which includes the Public Shareholders of the Company as referred to in Circular No. CIR/CFD/CMD/16/2015 dated 30th day of November 2015 issued by the Securities and Exchange Board of India **("SEBI Circular")**] that:

1. the Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the Scheme. The Company has also provided the facility of electronic voting system (through tablet/computer) or ballot or polling paper at the venue of the meeting. The Company has engaged the services of Karvy Computershare Private Limited **("Karvy")** for facilitating e-voting services;
2. the cut-off date for determining the eligibility of the equity shareholders for voting through postal ballot or e-voting or voting at the venue of the meeting is 28th day of February 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not equity shareholders of the Company as on the cut-off date should treat this Notice for information purposes only;
3. voting through postal ballot and e-voting by the equity shareholders will commence on Monday, 6th day of March 2017 at 9:00 a.m. and shall end on Wednesday, 5th day of April 2017 at 5:00 p.m.;
4. duly completed and signed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on 5th day of April 2017. Any postal ballot form received after 5:00 p.m. on 5th day of April 2017, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by Karvy for voting on 5th day of April 2017 at 5:00 p.m.;
5. the Company has on 3rd day of March 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self addressed postage prepaid Business Reply Envelope amongst others, to the equity shareholders (which includes Public Shareholders) holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. 28th day of February 2017. As such, the Notice sent to the equity shareholders would also be deemed to be the Notice sent to the Public Shareholders of the Company in terms of SEBI circular.
6. equity shareholders who have not received the postal ballot form can either download the same from the website of the Company, www.grasim.com or obtain duplicate postal ballot form from the registered office of the Company, as stated above;
7. during the voting period, the equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
8. the Notice including the postal ballot and e-voting instructions are available on the Company's website at www.grasim.com and on the website of Karvy at www.evoting.karvy.com;
9. Mr. Ashish Garg, Practicing Company Secretary (Membership No. FCS 5181/CP 4423) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and voting at the venue of the meeting, in a fair and transparent manner;
10. in case of any query/grievance in relation to the voting by postal ballot may be addressed to Mrs. Hutokshi Wadia, President & Company Secretary of the Company at A-2, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai- 400 030, email: grasim.secretarial@adityabirla.com, Phone - +91 22 6652 5000. Any query/grievance related to the e-voting may be addressed to Mr. Ravindra Phulpagar, Karvy Comptershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032,. e-mail: ravindra.phulpagar@karvy.com, Phone - 040-6716 1627.

In case of meetings of the secured creditors and the unsecured creditors of the Company, the voting shall be carried out through the ballot / polling paper at the venue of the meetings. Mr. Ashish Garg has also been appointed as the Scrutinizer for the said meetings.

Place: Mumbai,
Date : 3rd March 2017

Sd/-
Shailendra K. Jain
Chairman appointed for the meetings

GRASIM INDUSTRIES LIMITED
CIN: L17124MP1947PLC000410
Registered Office: Birlagram, Nagda – 456331, District Ujjain, Madhya Pradesh, India
Tel: +91-7366-246760/66 **Website:** www.grasim.com

राष्ट्रीय कंपनी कानून न्यायाधिकरण के अहमदाबाद
स्थित न्यायपीठ के समक्ष
सीए (सीएए)क्र.2/230-232/एनसीएलटी/एएचएम/2017

कंपनी कानून 2013 के मामले में;
और
कंपनी कानून 2013 की अन्य संबद्ध प्रावधानों के साथ धारा 230-232 के मामले में;
और
ग्रासिम इंडस्ट्रीज़ लिमिटेड के मामले में;
और
आदित्य बिरला न्यूवो लिमिटेड, ग्रासिम इंडस्ट्रीज़ लिमिटेड और आदित्य बिरला फायनान्शियल सर्विसेस लिमिटेड और उनके संबंधित शेयर धारको और क्रेडिटर्स /लेनदारों के दरम्यान एक व्यवस्था बनाने की संयुक्त योजना के मामले में;

ग्रासिम इंडस्ट्रीज़ लिमिटेड
ग्वालियर कंपनी कानून (संवत् 1963 का 1) के तहत स्थापित कंपनी,
जिसका पंजीकृत कार्यालय बिरलाग्राम, नागदा-456331,
जिला उज्जैन, मध्य प्रदेश में स्थित है. ... अर्जदार कंपनी

इक्विटी शेयर धारको, सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स की सभा की सूचना एवं विज्ञापन

एतद्वारा सूचित किया जाता है कि दिनांक 6 फरवरी 2017 पर जारी अंतिम आदेश के 14 फरवरी 2017 को जारी किए संशोधित आदेश के अनुसार माननीय नेशनल लॉ ट्रिब्यूनल (**"एनसीएलटी"**) के अहमदाबाद न्यायपीठ द्वारा ग्रासिम इंडस्ट्रीज़ लिमिटेड के मामले में; और आदित्य बिरला न्यूवो लिमिटेड, ग्रासिम इंडस्ट्रीज़ लिमिटेड (कंपनी) और आदित्य बिरला फायनान्शियल सर्विसेस लिमिटेड और उनके संबंधित शेयर धारको और क्रेडिटर्स /लेनदारों के दरम्यान एक व्यवस्था बनाने की संयुक्त योजना (**"योजना"**) के अंतर्गत व्यवस्था पर विचार करने के लिए और सही पाने की स्थिति में किसी भी संशोधन के बिना उसे पारित करने के लिए कंपनी के इक्विटी शेयर धारको, सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स की एक स्वतंत्र सभा का आयोजन करने का आदेश जारी किया हैं.

इस आदेश का पालन करते हुए और उसके निर्देशों के अनुसार एतद्वारा सूचना दी जाती है कि कंपनी के इक्विटी शेयर धारको, सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स की स्वतंत्र सभा का आयोजन निम्नानुसार किया जा रहा जिसमें उपस्थित रहने का अनुरोध ऊपर उल्लिखित इक्विटी शेयर धारक, सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स को किया जाता है.

संख्या	सभा की श्रेणी	सभा की तिथि	समय	सभा का स्थान
1	इक्विटी शेयर धारक	गुरूवार	सुबह 11:00	ग्रासिम स्टाफ क्लब, बिरलाग्राम
2.	सिक्योर्ड क्रेडिटर्स	6 अप्रैल 2017	दोपहर 12:00	नागदा - 456331
3.	अनसिक्योर्ड क्रेडिटर्स		दोपहर 1:00	जिला उज्जैन, मध्य प्रदेश, भारत

कंपनी के शेयर धारक / क्रेडिटर्स की मांग पर, मांग किए जाने के एक (1) दिन के अंदर (शनिवार, रविवार और सार्वजनिक छुट्टियों के अलावा) निर्दिष्ट योजना की प्रतिलिपियां, कंपनी निमय 2016 के नियम 6 (कॉम्प्रोमाइज़ेस, अरेंजमेंट्स और अमालगमेशन्स) के साथ कंपनी कानून 2013 की धाराएं 230, 232 और 102 की तहत मुफ्त एक्सप्लेनेटरी स्टेटमेंट, प्रॉक्सी फॉर्म कंपनी के कार्यालय या कंपनी के एडवोकेट के कार्यालय, मे. सिंघी एंड कंपनी, सिंघी हाउस, 1 मैग्रेट कॉर्पोरेट पार्क, सोला बिज्र के नज़दीक, एस. जी. हाइवे, अहमदाबाद - 380 059, गुजरात, भारत से प्राप्त किए जा सकते हैं. संबंधित सभा के लिए उपस्थित रहने और मतदान करने के लिए योग्य व्यक्ति सभा के स्थान पर प्रत्यक्ष रूप से या प्रॉक्सी के माध्यम से मतदान कर सकते है अगर विहित प्रारूप में सभी प्रॉक्सीज् उपरोक्तिखित सभा शुरू होने के समय के अड़तालीस (48) घंटे पहले कंपनी के पंजीकृत कार्यालय, बिरलाग्राम, नागदा - 456331, जिला उज्जैन, मध्य प्रदेश, भारत में जमा जा सकते है.

एनसीएलटी द्वारा श्री. शैलेन्द्र के. जैन की कंपनी के अकार्यकारी संचालक जिनकी गैर मौजूदगी में श्री. एम. एल. आपटे, एक स्वतंत्र संचालक और जिनकी गैर मौजूदगी में श्री. सुशील अग्रवाल, कंपनी के पूर्णकालिक संचालक और मुख्य वित्तीय अधिकारी की कंपनी के इक्विटी शेयर धारको, सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स की उपरोक्त सभा के अध्यक्ष के रूप में नियुक्ती की गई है.

उपरोक्त सभा में अगर योजना को मंजूरी दी जाती है तो वो एनसीएलटी की मान्यता पर निर्भर होगी.

साथ ही कंपनी के इक्विटी शेयर धारकों को (जिनमें दिनांक 30 नवंबर 2015 पर सिक्योरिटीज एंड एक्सचेंज़ बोर्ड ऑफ इंडिया (**"सेबी सर्क्युलर"**) द्वारा जारी किए गए सर्क्युलर संख्या: सीआइआर/सीएफडी/सीएमडी/16/2015 में सूचित पब्लिक शेयर धारक भी शामिल हैं) सूचित किया जाता है कि:

1. कंपनी द्वारा योजना पर विचार करने और मंजूरी देने के लिए डाक द्वारा या ई-मतदान की सुविधा मुहैय्या की गई है. कंपनी द्वारा सभा स्थान पर भी इलेक्ट्रॉनिक मतदान (टैब्लेट / कंप्यूटर द्वारा) या बैलट या पोलिंग पेपर्स की सुविधा उपलब्ध कराई गई है. ई-मतदान की सुविधा उपलब्ध कराने के लिए कंपनी द्वारा कार्वी कंप्यूटरशेयर प्राइवेट लिमिटेड (**"कार्वी"**) की नियुक्ती की गई है;
2. इक्विटी शेयर धारको की डाक द्वारा या ई-मतदान या सभा के स्थान पर मतदान करने के लिए योग्यता तय करने की अंतिम तिथि 28 फरवरी 2017 है. जिन व्यक्तियों के नाम अंतिम तिथि पर डिपाजिटर्स के सदस्यों के रजिस्टर में या लाभार्थी मालिकों के रजिस्टर में दर्ज है, वो ही मतदान के लिए योग्य होंगे. अंतिम तिथि पर जो व्यक्ति कंपनी के शेयर धारक नहीं हैं उनके लिए ये सूचना केवल जानकारी के लिए है.
3. इक्विटी शेयरधारकों द्वारा डाक द्वारा या ई-मतदान की शुरूआत सोमवार दि. 6 मार्च 2017 को सुबह 9:00 बजे होगी और मतदान का समय बुधवार 5 अप्रैल 2017 को शाम 5:00 बजे खत्म होगा;
4. पूरी तरह से भरे हुए और हस्ताक्षर किए गई डाक मतपत्रिका स्क्रूटिनाइज़र के पास 5 अप्रैल 2017 शाम 5:00 बजे के पहले पहुंचनी चाहिए. 5 अप्रैल 2017 शाम 5:00 बजे के बाद प्राप्त की गई कोई भी मतपत्रिका मान्य नहीं होगी और इक्विटी शेयर धारक द्वारा कोई भी जवाब नहीं मिला है ऐसा मान लिया जाएगा. साथ ही, ई-मतदान मोड्युल कार्वी द्वारा 5 अप्रैल 2017 को शाम 5:00 बजे के बाद डिसेबल कर दिया जाएगा;
5. जिन शेयर धारकों के पास अंतिम तिथि पर यानी 28 फरवरी 2017 के दिन प्रत्यक्ष रूप में या डीमैट रूप में शेयर्स हैं ऐसे शेयर धारकों को (सार्वजनिक शेयर धारक शामिल हैं) कंपनी द्वारा 3 मार्च 2017 को सूचना, सूचनाओं के साथ डाक मतपत्रिका,सेल्फ अड्रेस बिज़नस रिप्लाई लिफाफा भेज दिया गया है. इस परिस्थिति में इक्विटी शेयर धारकों को भेजी गई सूचना सेबी सर्क्युलर से संबद्ध कंपनी के सार्वजनिक शेयर धारकों भी भेजी गई है ऐसा समझा जाएगा.
6. जिन इक्विटी शेयर धारकों को डाक मतपत्रिका मिली नहीं हो वे कंपनी के वेबसाइट www.grasim.com से डाउनलोड कर सकते हैं या कंपनी के उपर निर्दिष्ट पंजीकृत कार्यालय से उसकी डुप्लीकेट प्राप्त कर सकते हैं;
7. मतदान करते समय इक्विटी शेयर धारक किसी भी माध्यम से मतदान कर सकते हैं जैसे कि डाक मतपत्रिका या ई-मतदान. इक्विटी शेयर धारक के डाक द्वारा या ई-मतदान दोनों करने की स्थिति में उसका ई-मतदान मान्य होगा. डाक मतपत्रिका या ई-मतदान द्वारा मतदान करने वाले इक्विटी शेयर धारक सभा में उपस्थित रह सकते हैं लेकिन दोबारा मतदान नहीं कर सकते;
8. कंपनी की वेबसाइट www.grasim.com और कार्वी की वेबसाइट www.evoting.karvy.com पर यह सूचना, डाक मतपत्रिका द्वारा मतदान और ई-मतदान के बारे में जानकारी एवं सूचनाएं उपलब्ध हैं;
9. डाक मतपत्रिका द्वारा मतदान, ई-मतदान एवं सभा स्थल पर मतदान का संचालन निष्पक्ष एवं पारदर्शी रूप से करने के लिए कंपनी द्वारा श्री. आशिष गर्ग, प्रैक्टिसिंग कंपनी सेक्रेटरी (सदस्यता क्रमांक: एफसीएस 5181/सीपी 4423) की नियुक्ती की गई है;
10. डाक मतपत्रिका के बारे में सवाल/ शिकायतों के लिए श्रीमती हुतोक्षी वाडिया, अध्यक्ष और कंपनी सेक्रेटरी को ए-2, आदित्य बिरला सेंटर, एस. के. अहिरे मार्ग, वरली, मुंबई - 400 030, ई-मेल: grasim.secretarial@adityabirla.com, फोन: +91 226652 5000 पर संपर्क करें. ई-मतदान के बारे में सवाल /शिकायतों के लिए श्री. रवींद्र फुलपगर, कार्वी कंप्यूटरशेयर प्राइवेट लिमिटेड, कार्वी सेलेनियम, टॉवर बी, प्लॉट नं. 31-32, गाचीबोवली, फायनान्शियल डिस्ट्रीक्ट, नानाक्रमगुडा, हैद्राबाद-500 032, ई-मेल: ravindra.phulpagar@karvy.com, फोन: 040-6716 1627 से संपर्क करें.

कंपनी के सिक्योर्ड क्रेडिटर्स और अनसिक्योर्ड क्रेडिटर्स की सभा के लिए बैलेट/ पोलिंग पेपर द्वारा सभा के स्थान पर मतदान किया जाएगा. श्री.आशिष गर्ग इस सभा के लिए भी स्क्रूटिनाइज़र के रूप में नियुक्त किए गए हैं.

स्थान : मुंबई
दिनांक : 03 मार्च 2017

हस्ताक्षर,
शैलेन्द्र के जैन
सभा के नियुक्त अध्यक्ष

ग्रासिम इंडस्ट्रीज़ लिमिटेड
CIN: L17124MP1947PLC000410
पंजीकृत कार्यालय: बिरलाग्राम, नागदा - 456331, जिला उज्जैन, मध्य प्रदेश, भारत.
टेली. नं.: +91-7366-246760/66, **वेबसाइट:** www.grasim.com

THE NEW INDIAN EXPRESS Dated : 3rd March 2017

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT AHMEDABAD

CA (CAA) NO. 2/230-232/NCLT/AHM/2017

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Grasim Industries Limited;

And

In the matter of Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors;

Grasim Industries Limited,
a company incorporated under the provisions of the Gwalior Companies Act (1 of Samvat 1963) and having its registered office at Birlagram, Nagda - 456331, District Ujjain, Madhya Pradesh. }

.....Applicant Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS

NOTICE is hereby given that by a final order dated 6th day of February, 2017 as rectified vide order dated 14th day of February 2017, the Hon'ble National Company Law Tribunal, Bench at Ahmedabad ("**NCLT**") has directed separate meetings to be held of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited (the Company) and Aditya Birla Financial Services Limited and their respective shareholders and creditors ("**Scheme**").

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of the equity shareholders, secured creditors and unsecured creditors of the Company will be held as under, at which the said equity shareholders, secured creditors and unsecured creditors are requested to attend:

S. No.	Class of Meetings	Date of Meetings	Time (IST)	Place of Meeting
1.	Equity Shareholders	Thursday, 6th day of April 2017	11:00 am.	Grasim Staff Club, Birlagram, Nagda - 456331 District Ujjain, Madhya Pradesh, India
2.	Secured Creditors		12:00 noon	
3.	Unsecured Creditors		1.00 pm.	

Copies of the said Scheme, Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and form of proxy, can be obtained free of charge within one (1) day (except Saturdays, Sundays and public holidays) on a requisition being so made for the same by the shareholders/creditors of the Company, at the registered office of the Company or at the office of its advocates M/s. Singhi & Co., Singhi House, 1, Magnet Corporate Park, Near Sola Bridge, S.G. Highway, Ahmedabad - 380 059, Gujarat, India. Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at Birlagram, Nagda - 456331 District Ujjain, Madhya Pradesh, India, not later than forty eight (48) hours before the scheduled time of the commencement of the aforesaid meetings.

NCLT has appointed Mr. Shailendra K. Jain, a Director of the Company, and failing him, Mr. M. L. Apte, an Independent Director of the Company and failing him Mr. Sushil Agarwal, Whole-time Director and Chief Financial Officer of the Company, to be the Chairman of the said meetings of the equity shareholders, secured creditors and unsecured creditors of the Company.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of NCLT.

FURTHER NOTICE is hereby given to the equity shareholders of the Company [which includes the Public Shareholders of the Company as referred to in Circular No. CIR/CFD/CMD/16/2015 dated 30th day of November 2015 issued by the Securities and Exchange Board of India ("**SEBI Circular**")] that:

1. the Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, to consider and approve the Scheme. The Company has also provided the facility of electronic voting system (through tablet/computer) or ballot or polling paper at the venue of the meeting. The Company has engaged the services of Karvy Computershare Private Limited ("**Karvy**") for facilitating e-voting services;
2. the cut-off date for determining the eligibility of the equity shareholders for voting through postal ballot or e-voting or voting at the venue of the meeting is 28th day of February 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting. Persons who are not equity shareholders of the Company as on the cut-off date should treat this Notice for information purposes only;
3. voting through postal ballot and e-voting by the equity shareholders will commence on Monday, 6th day of March 2017 at 9:00 a.m. and shall end on Wednesday, 5th day of April 2017 at 5:00 p.m.;
4. duly completed and signed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on 5th day of April 2017. Any postal ballot form received after 5:00 p.m. on 5th day of April 2017, shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by Karvy for voting on 5th day of April 2017 at 5:00 p.m.;
5. the Company has on 3rd day of March 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self addressed postage prepaid Business Reply Envelope amongst others, to the equity shareholders (which includes Public Shareholders) holding shares in either physical form or in dematerialized form, as on the cut-off date i.e. 28th day of February 2017. As such, the Notice sent to the equity shareholders would also be deemed to be the Notice sent to the Public Shareholders of the Company in terms of SEBI circular.
6. equity shareholders who have not received the postal ballot form can either download the same from the website of the Company, www.grasim.com or obtain duplicate postal ballot form from the registered office of the Company, as stated above;
7. during the voting period, the equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder cast the vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail. Equity shareholders who have cast their votes through postal ballot or e-voting may attend the meeting but shall not be entitled to cast their vote again;
8. the Notice including the postal ballot and e-voting instructions are available on the Company's website at www.grasim.com and on the website of Karvy at www.evoting.karvy.com;
9. Mr. Ashish Garg, Practicing Company Secretary (Membership No. FCS 5181/CP 4423) has been appointed as the Scrutinizer to conduct the postal ballot and e-voting process and voting at the venue of the meeting, in a fair and transparent manner;
10. in case of any query/grievance in relation to the voting by postal ballot may be addressed to Mrs. Hutokshi Wadia, President & Company Secretary of the Company at A-2, Aditya Birla Centre, S. K. Ahire Marg, Worli, Mumbai- 400 030, email: grasim.secretarial@adityabirla.com, Phone - +91 22 6652 5000. Any query/grievance related to the e-voting may be addressed to Mr. Ravindra Phulpagar, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032,. e-mail: ravindra.phulpagar@karvy.com, Phone - 040-6716 1627.

In case of meetings of the secured creditors and the unsecured creditors of the Company, the voting shall be carried out through the ballot / polling paper at the venue of the meetings. Mr. Ashish Garg has also been appointed as the Scrutinizer for the said meetings.

Place: Mumbai,
Date : 3rd March 2017

Sd/-
Shailendra K. Jain
Chairman appointed for the meetings

GRASIM INDUSTRIES LIMITED
CIN: L17124MP1947PLC000410
Registered Office: Birlagram, Nagda – 456331, District Ujjain, Madhya Pradesh, India
Tel: +91-7366-246760/66 **Website:** www.grasim.com