



6th February 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,

Sub: Notice of Extraordinary General Meeting of the Members of the Company

Further to our letter dated 3rd February 2017, please find enclosed the Notice of Extraordinary General Meeting of the Members of the Company to be held on Friday, 3rd March 2017 at 11.00 A.M. at the registered office of the Company at Grasim Staff Club, Birlagram, Nagda - 456331, District Ujjain, M.P.

The above is for your information and records.

Thank you.

Yours faithfully,
For Grasim Industries Limited

Hutokshi Wadia
President & Company Secretary



Encl : as above



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410 • **Tel No.:** +91 07366 246760-66 • **Fax:** +91 07366 244114;

Email: grasim.secretarial@adityabirla.com • **Website:** www.grasim.com

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **GRASIM INDUSTRIES LIMITED** will be held at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda-456 331, District Ujjain, Madhya Pradesh on Friday, 3rd March 2017 at 11.00 A.M. to transact the following business:

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

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated FDI Policy, as amended, all applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions, issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as amended from time to time and all applicable Rules, Regulations, Circulars and any other applicable laws for the time being in force; and subject to such other approvals, consents, permissions and sanctions, as may be required, of the Government of India or any concerned statutory or regulatory authorities and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board), consent of the Company be and is hereby accorded to the Board to permit Registered Foreign Portfolio Investors ("RFPs") registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company upto an aggregate limit of 49% (forty-nine per cent) of the paid-up equity share capital of the Company at the time of making such investment, provided that the individual shareholding of RFPs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory bodies and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company."

By Order of the Board

Hutokshi Wadia

President & Company Secretary

Place: Mumbai

Date: 3rd February 2017

NOTES FOR MEMBERS' ATTENTION:

- 1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the business as set out in the Notice is annexed.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE MEETING/EGM) 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) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT 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 authorized representative 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 authorizing 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 /authority, as applicable.
- 6) 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.
- 7) The Notice of this EGM is being sent by electronic mode to those members whose email addresses are registered with the DPs / Company unless a member has requested for a physical copy of the same. Physical copies of the Notice is being sent by the permitted mode to those members who have not registered their email addresses. The Notice of the EGM is also posted on the website of the Company, www.grasim.com

8) 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its Members the facility to exercise their right to vote on resolution proposed to be considered at the Extraordinary General Meeting 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 EGM (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, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "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. 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) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) 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.
- (xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: grasimevoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

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

1. Initial Password is provided, as below, at the bottom of the Attendance Slip for the EGM.

User ID	Password/PIN
—	—

2. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above in (A), to cast your vote.

C. Other Instructions:

- i. The remote e-voting period commences on Tuesday, 28th February 2017 (9.00 a.m. IST) and ends on Thursday, 2nd March 2017 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Friday, 24th February 2017 i.e. **Cut-Off Date**, may cast their vote electronically. 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 Scrutinizer to scrutinize the remote e-voting process and the voting process at the EGM in a fair and transparent manner.
- iii. 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 EGM, at the end of discussion on the resolution, 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, 24th February 2017.
- 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., Friday, 24th February 2017, 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 User ID and Password for casting the vote through remote e-voting.
- 9) The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting, there after 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 EGM, 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 Scrutinizer's decision on the validity of the vote shall be final and binding.
- 10) The results declared by the Chairman of the Meeting or a person authorised by him along with the Scrutinizer's Report 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
- 11) The resolution shall be deemed to be passed on the date of the EGM, subject to receipt of sufficient votes through a compilation of remote e-voting and the voting held at the EGM.
- 12) Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.
- 13) 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.
- 14) 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

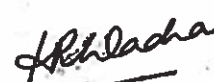
In terms of the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, read with the relevant Notifications / Circulars / Press Notes / Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank of India in connection with foreign investment, the Foreign Institutional Investors ("FIIs") class has been re-classified as Registered Foreign Portfolio Investors ("RFPIs"). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub-accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and Deemed RFPIs put together shall not exceed 24% of the paid-up equity share capital of the Company. However this limit may be increased up to the sectoral cap applicable to the Company which is 100% of the paid-up capital, with the approval of the Board of Directors (Board) and the shareholders of the Company by way of a special resolution.

At the Extra Ordinary General Meeting of the Company held on 10th October 2016 the Shareholders of the Company have accorded their consent to the Board to permit RFPIs registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time and the existing FIIs registered with SEBI including their sub-accounts registered with SEBI to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares of the Company upto an aggregate limit of 30% (thirty per cent) of the paid-up equity share capital of the Company at the time of making such investment, provided that the individual shareholding of RFPIs/FIIs on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

As on 31st December 2016, RFPIs' shareholding in your Company was 21.84%. To make more space for RFPIs to invest in the equity share capital of the Company, it is proposed to increase the RFPIs (including Deemed RFPIs) investment limit up to 49% of the total paid-up equity share capital of the Company, subject to the approval of Members by way of a special resolution.

The Board commends the Special Resolution as set out in this Notice for the approval of the Members of the Company. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board



Hutokshi Wadia
President & Company Secretary

Place: Mumbai
Date: 3rd February 2017



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410 • Tel No.: +91 07366 246760-66 • Fax: +91 07366 244114;

Email: 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]

Name of the Member(s) :	
Registered address :	
Email 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 : _____
Email ID : _____
Signature : _____, or failing him / her;
2. Name : _____
Address : _____
Email ID : _____
Signature : _____, or failing him / her;
3. Name : _____
Address : _____
Email ID : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 3rd March 2017 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 resolution as is indicated below:

Resolution No.	Description of the Resolution	FOR	AGAINST
1.	Increase in limit for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors		

Signed this _____ day of _____ 2017.

Signature of Member(s)

Affix Re.1/-
Revenue
Stamp

Signature of first proxy holder

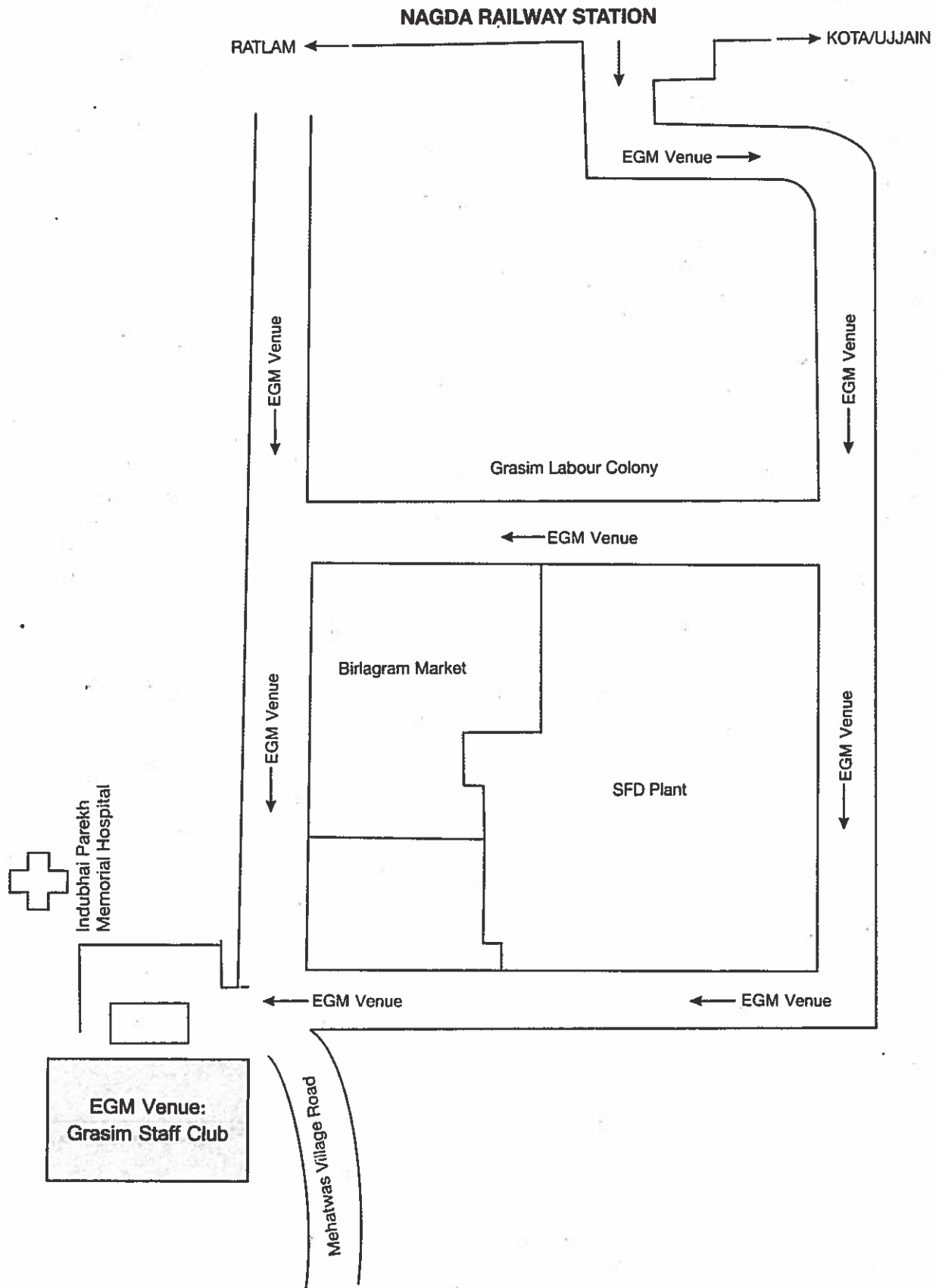
Signature of second proxy holder

Signature of third proxy holder

Note:

- 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.
- For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
- 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 Resolution, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

Route Map to the Venue of the Extraordinary General Meeting



ADITYA BIRLA



GRASIM

GRASIM INDUSTRIES LIMITED

Registered Office : Birlagram, Nagda 456 331 (M.P.), India
Corporate Identity Number (CIN) : L17124MP1947PLC000410

Tel: +91 07366 246760-66 • Fax: +91 07366 244114

Email : grasim.secretarial@adityabirla.com • Website : www.grasim.com

ATTENDANCE SLIP FOR THE EXTRAORDINARY GENERAL MEETING

(to be handed over at the registration counter)

Unique No.	:	Serial No.:
Registered Folio No. / DP ID No. & Client ID :		
Name and Address of the Shareholder(s) :		
No. of Shares	:	

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company on Friday, the 3rd March, 2017 at 11:00 A.M. at Grasim Staff Club, Birlagram, Nagda 456 331 Dist. Ujjain (M.P.)

First/Sole holder/Proxy

Second holder/Proxy

Third holder/Proxy

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

Notes: The Company is offering the option of remote e-voting facility to the Members. The business, as set out in the Notice of the Extraordinary General Meeting (EGM), may be transacted by remote e-voting. Members desiring to exercise remote e-voting option may refer to the detailed procedure on e-voting provided in the Notice of EGM.