

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER



(Please scan this QR code to view the Letter of Offer)

FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF GRASIM INDUSTRIES LIMITED ("THE COMPANY") ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated January 4, 2024 ("Letter of Offer"), which is available on the websites of the Registrar to the Issue, the Company, the Lead Managers and the stock exchanges where the Equity Shares of the Company are listed, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges"). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

Our Company has made available on the Registrar's website at www.kfintech.com and the Company's website at www.grasim.com, the Letter of Offer, this Abridged Letter of Offer, along with the Rights Entitlement Letter and Application Form, to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ("SEBI"), the Stock Exchanges and the Lead Managers to the Issue, i.e., Axis Capital Limited, BofA Securities India Limited, Jefferies India Private Limited, JM Financial Limited, Kotak Mahindra Capital Company Limited and SBI Capital Markets Limited, at www.sebi.gov.in, www.bseindia.com, www.nseindia.com and www.axiscapital.co.in, <https://business.bofa.com/bofas-india>, www.jefferies.com, www.jmfl.com, <https://investmentbank.kotak.com> and www.sbicaps.com, respectively. The Application Form is also available on the respective websites of the Company, Lead Manager, Registrar and the Stock Exchange.



GRASIM INDUSTRIES LIMITED

Registered Office: P.O. Birlagram Nagda, Ujjain 456 331, Madhya Pradesh, India

Corporate Office: Aditya Birla Centre, 'A' Wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, Maharashtra, India

Tel: +91 22 6652 5000, +91 22 2499 5000; **Contact Person:** Sailesh Kumar Daga, Company Secretary and Compliance Officer

E-mail: grasim.secretarial@adityabirla.com; **Website:** www.grasim.com; **CIN:** L17124MP1947PLC000410

OUR PROMOTER: KUMAR MANGALAM BIRLA AND BIRLA GROUP HOLDINGS PRIVATE LIMITED FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF GRASIM INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE DETAILS

ISSUE OF UP TO 2,20,73,935* PARTLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹2 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹1,812 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹1,810 PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹3,999.80 CRORE* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 6 RIGHTS EQUITY SHARES FOR EVERY 179 FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON WEDNESDAY, JANUARY 10, 2024 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 617 OF THE LETTER OF OFFER.

**Assuming full subscription in the Issue, Allotment and receipt of all Call Monies with respect to the Rights Equity Shares. Subject to finalisation of Basis of Allotment. For further details on Payment Schedule, see "Terms of the Issue – Payment Terms" beginning on page 636 of the Letter of Offer.*

LISTING

The Equity Shares of our Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges"). Our Company has received "in-principle" approvals from BSE and NSE for listing the Rights Equity Shares through their letters dated December 27, 2023 and December 26, 2023, respectively. Our Company will also make applications to BSE and NSE to obtain trading approvals for the Rights Entitlements as required under the SEBI ICDR Master Circular. For the purposes of the Issue, the Designated Stock Exchange is BSE

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Gwalior Companies Act (I of Samvat 1963). Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to the Issue in terms of Chapter III and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). Further, our Company is undertaking the Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations. Further, our Company satisfies the conditions specified in Regulation 99 of the SEBI ICDR Regulations and accordingly, our Company is eligible to undertake the Issue by way of a 'fast track issue'.

Minimum Subscription: The objects of the Issue involve (i) repayment or prepayment, in full or part, of certain borrowings availed by our Company; and (ii) general corporate purposes. Further, pursuant to certificates each dated January 4, 2024, our Promoters and Promoter Group have confirmed that they will (i) subscribe to the full extent of their Rights Entitlements in the Issue and that they shall not renounce the Rights Entitlements (except to the extent of Rights Entitlements renounced by any of them in favour of our Promoters or other member(s) of our Promoter Group); (ii) subscribe to additional Rights Entitlements over and above their Rights Entitlements, if any, which are renounced in their favour by our Promoters or any other member(s) of our Promoter Group; and (iii) subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI LODR Regulations. Accordingly, in terms of the proviso to Regulation 86(1) of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to the Issue.

Any participation by our Promoters and Promoter Group, over and above their Rights Entitlements, shall not result in a breach of the minimum public shareholding requirements prescribed under applicable law. For details on the manner in which our Promoters and members of the Promoter Group holding GDRs will participate in the Issue, see "Notice to Investors – Notice to GDR Holders" on page 12 of the Letter of Offer.

INDICATIVE TIMETABLE			
Last Date for credit of Rights Entitlements	Tuesday, January 16, 2024	Finalisation of Basis of Allotment (on or about)	Wednesday, February 7, 2024
Issue Opening Date	Wednesday, January 17, 2024	Date of Allotment (on or about)	Thursday, February 8, 2024
Last Date for On Market Renunciation of Rights Entitlements[#]	Tuesday, January 23, 2024	Date of credit (on or about)	Friday, February 9, 2024
Issue Closing Date[*]	Monday, January 29, 2024	Date of listing (on or about)	Monday, February 12, 2024

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Managers.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

* Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

NOTICE TO INVESTORS

The distribution of the Letter of Offer, this Abridged Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material and the issue of Rights Entitlement and Rights Equity Shares in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, this Abridged Letter of Offer, the Rights Entitlement Letter or Application Form may come are required to inform themselves about and observe such restrictions. For more details, see “Restrictions on Purchases and Resales” beginning on page 643 of the Letter of Offer.

In accordance with the SEBI ICDR Regulations, the Letter of Offer, this Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and any other material relating to the Issue (collectively, the “Issue Materials”) will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials.

Investors can also access the Letter of Offer, this Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar, the Lead Managers and the Stock Exchanges.

Our Company, the Lead Managers, and the Registrar will not be liable for non-dispatch of physical copies of Issue materials, including the Letter of Offer, this Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered email addresses of such Eligible Equity Shareholders.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that the Letter of Offer is being filed with SEBI and the Stock Exchanges. Accordingly, the Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates or the Lead Managers or their affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see “Restrictions on Purchases and Resales” beginning on page 643 of the Letter of Offer. Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States and is authorized to acquire the Rights Entitlements or Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person’s jurisdiction and India, without requirement for our Company or our affiliates or the Lead Managers or their respective affiliates to make any filing or registration (other than in India). In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the “Restrictions on Purchases and Resales” section beginning on page 643 of the Letter of Offer.

Our Company, in consultation with the Lead Managers, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of the Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer or the date of such information. The contents of the Letter of Offer should not be

construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, neither our Company nor the Lead Managers or their affiliates are making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “U.S. SECURITIES ACT”) AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE RIGHTS ENTITLEMENTS (INCLUDING THEIR CREDIT) AND THE RIGHTS EQUITY SHARES ARE ONLY BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN “OFFSHORE TRANSACTIONS” AS DEFINED IN AND IN RELIANCE ON REGULATIONS UNDER THE U.S. SECURITIES ACT TO ELIGIBLE EQUITY SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE IS PERMITTED UNDER THE LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under the Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer or this Abridged Letter of Offer and Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires Rights Entitlements or Rights Equity Shares will be deemed to have represented, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the United States and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any U.S. federal or state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of the Letter of Offer. Any representation to the contrary is a criminal offence in the United States.

In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

NOTICE TO GDR HOLDERS

The Company has facilitated the issuance of global depositary receipts (“GDRs”) by way of certain deposit agreements which are listed on the Luxembourg Stock Exchange and each of the GDRs represent a beneficial ownership in one equity share of face value of ₹2 each of the Company. As of date, the Equity Shares underlying outstanding GDRs represent 8.67% of the paid up capital of our Company and the Equity Shares underlying outstanding GDRs constituting 4.76% of the paid up Equity Share capital of our Company is held by the GDR holders that are part of our Promoter and Promoter Group (“P&PG GDR Holders”).

Our Company is undertaking this Issue by way of a ‘fast track issue’ and one of the conditions for a ‘fast track issue’ under Regulation 99 of the SEBI ICDR Regulations requires Promoters and members of the Promoter Group to mandatorily subscribe to their respective portion of the Rights Entitlements and not renounce their Rights Entitlements (except to the extent of renunciation within the Promoter Group, or for the purpose of complying with minimum public shareholding norms under the SCRR). Since the Rights Entitlement issued in the Issue on the basis of Equity Shares underlying the P&PG GDRs would also constitute entitlement of our Promoter and Promoter Group for the purposes of Regulation 99 of the SEBI ICDR Regulations, such Rights Entitlements would be required to be subscribed by the Promoters and members of the Promoter Group. However, under the SEBI circular bearing reference number SEBI/HO/MRD/DOP1/CIR/P/2019/106 dated October 10, 2019, on the framework for issue of depositary receipts, Luxembourg is not one of the ‘permissible jurisdictions’ in which a foreign depositary can issue new depositary receipts. Accordingly, in order to ensure compliance with the requirement of the ‘fast track issue’, our Company has issued instructions to Citibank, N.A., the depositary for the GDRs (“GDR Depositary”), to transfer the Rights Entitlements on the basis of Equity Shares underlying the P&PG GDRs to the Promoter Group of the Company on the terms as agreed between our Company and the Depositary. Further, with respect to the Rights Entitlements on the basis of Equity Shares underlying the GDRs other than P&PG GDRs, the Depositary will deal with the Rights Entitlements in accordance with the applicable laws and in the manner specified in the Deposit Agreement.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of investors is invited to the section “Risk Factors” beginning on page 19 of the Letter of Offer and “Risk factors” beginning on page 8 of this Abridged Letter of Offer before making an investment in the Issue.

NAME OF LEAD MANAGER TO THE ISSUE AND CONTACT DETAILS

<p>Axis Capital Limited 1st Floor, Axis House C-2 Wadia International Centre, Pandurang Budhkar Marg Worli, Mumbai 400 025 Maharashtra, India Tel: +91 22 4325 2183 E-mail: grasim.rights@axiscap.in Investor Grievance ID: complaints@axiscap.in Website: www.axiscapital.co.in Contact Person: Sagar Jatakiya SEBI Registration No.: INM000012029</p>	<p>BofA Securities India Limited Ground Floor, “A” Wing One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 6632 8000 E-mail: dg.grasim_rights@bofa.com Investor Grievance ID: dg.india_merchantbanking@bofa.com Website: https://business.bofa.com/bofas-india Contact Person: Siddharth Sahoo SEBI Registration No.: INM000011625</p>	<p>Jefferies India Private Limited Level 16, Express Towers Nariman Point, Mumbai 400 021 Maharashtra, India Tel: +91 22 4356 6000 E-mail: Grasim_rights@jefferies.com Investor Grievance ID: jipl.grievance@jefferies.com Website: www.jefferies.com Contact Person: Suhani Bhareja SEBI Registration No.: INM000011443</p>
<p>JM Financial Limited 7th Floor, Energy Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: grasim.rights@jmfl.com Investor Grievance ID: grievance.ibd@jmfl.com Website: www.jmfl.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361</p>	<p>Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. 27, G Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 4336 0000 E-mail: Grasim.rights@kotak.com Investor Grievance ID: kmccredressal@kotak.com Website: https://investmentbank.kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704</p>	<p>SBI Capital Markets Limited 1501, 15th Floor, A&B Wing, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Tel: +91 22 4006 9807 E-mail: grasim.rights@sbicaps.com Investor Grievance ID: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Vaibhav Shah SEBI Registration No.: INM000003531</p>

Name of Registrar to the Issue and contact details	<p>KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Selenium, Tower B, Plot No-31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032, Telangana, India Tel: +91 1800 309 4001/ +91 40 6716 2222 E-mail: gil.rights@kfintech.com; Investor grievance email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna SEBI Registration No.: INR000000221</p>
Name of Auditors	B S R & Co. LLP, Chartered Accountants and KKC & Associates LLP (formerly Khimji Kunverji & Co LLP), Chartered Accountants
Self-Certified Syndicate Banks (“SCSBs”)	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=34 and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
Banker to the Issue	<p>Axis Bank Limited Axis House, 6th Floor, C-2, Wadia International Centre Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India; Tel: +91 22 2425 3672 E-mail: vishal.lade@axisbank.com; Website: www.axisbank.com Contact Person: Vishal M. Lade; SEBI Registration No.: INBI00000017</p>

1. Primary Business of our Company

Our Company is the flagship enterprise of the Aditya Birla Group, which is widely recognized as one of the largest business groups in India. Our Company was incorporated in 1947, commenced its operations as a textiles manufacturer and has since evolved into a diversified conglomerate with a leading position across many of its businesses. For further details, see “Our Business” beginning on page 98 of the Letter of Offer.

2. Summary of Objects of the Issue

The details of the Net Proceeds are summarized in the table below:

(in ₹ crore)

Particulars	Amount
Issue Proceeds*	3,999.80
Less: Estimated Issue related expenses**	22.15
Net Proceeds**	3,977.65

* Assuming full subscription in the Issue, Allotment and receipt of Call Monies with respect to the Rights Equity Shares. Subject to finalization of the Basis of Allotment.

** Estimated and subject to change for factors. See “Objects of the Issue - Estimated Issue Related Expenses” on page 67 of the Letter of Offer.

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details set forth in the following table:

(in ₹ crore)

Particulars	Estimated amount (up to)**
Repayment or prepayment, in full or in part, of certain borrowings availed by our Company	3,000.00
General corporate purposes†	977.65
Total Net Proceeds**	3,977.65

* Subject to finalisation of Basis of Allotment and Allotment. The amount utilised for general corporate purposes shall not exceed 25% of the Issue Proceeds.

** Assuming full subscription in the Issue, Allotment and receipt of Call Monies with respect to the Rights Equity Shares. Subject to finalization of the Basis of Allotment.

3. Means of Finance

The funding requirements mentioned above are based on the internal management estimates of our Company and have not been appraised by any bank, financial institution, or any other external agency. They are based on the current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of our management and may also be subject to the timing of making Calls in the future, as determined by our Board or a committee thereof at its sole discretion, in accordance with applicable laws. If additional funds are required for the purposes as mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them, subject to compliance with applicable laws. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws.

Since our Company is not proposing to fund any specific project from the Net Proceeds, the requirement to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance for such project proposed to be funded from the Net Proceeds, excluding the amount to be raised through the Issue or existing identifiable internal accruals, is not applicable to us. For further details, see “Objects of the Issue” beginning on page 64 of the Letter of Offer.

4. Name of Monitoring Agency – CARE Ratings Limited

5. Shareholding Pattern

- The shareholding pattern of our Company as on September 30, 2023, can be accessed on the website of BSE at www.bseindia.com/stock-share-price/grasim-industries-ltd/grasim/500300/shareholding-pattern/; and NSE at www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GRASIM&tabIndex=equity;
- The statement showing holding of Equity Shares of persons belonging to the category “Promoters and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, as on September 30, 2023, can be accessed on the website of BSE at www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=500300&qtrid=119.00&QtrName=September%202023 and NSE at www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GRASIM&tabIndex=equity;
- The statement showing holding of securities (including Equity Shares, warrants, convertible securities) of persons belonging to the category “Public” including Equity Shareholders holding more than 1% of the total number of Equity Shares as on September 30, 2023, as well as details of shares which remain unclaimed for public can be accessed on the website of BSE at www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=500300&qtrid=119.00&QtrName=September%202023 and NSE at www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=GRASIM&tabIndex=equity.

For more details please refer to the section titled “Capital Structure” beginning on page 60 of the Letter of Offer.

6. Board of Directors

Sr. No.	Name	Designation	Other Directorships
1.	Kumar Mangalam Birla	Chairman and Non-Executive Director	Indian Companies <ul style="list-style-type: none"> • Aditya Birla Capital Limited • Aditya Birla Fashion and Retail Limited • Aditya Birla Management Corporation Private Limited • Aditya Birla New Age Hospitality Private Limited • Aditya Birla Sun Life Insurance Company Limited • Birla Group Holdings Private Limited • Century Textile and Industries Limited • G.D. Birla Medical Research and Education Foundation • Global Holdings Private Limited • Hindalco Industries Limited • Mananam Foundation • Svantra Microfin Private Limited • UltraTech Cement Limited • Vodafone Idea Limited

Sr. No.	Name	Designation	Other Directorships
			<p>Foreign Companies</p> <ul style="list-style-type: none"> Aditya Birla Chemicals (Thailand) Limited, Thailand Birla Carbon (Thailand) Public Company Limited, Thailand Birla Carbon Egypt, S.A.E. Indo Thai Synthetics Company Limited, Thailand Novelis Inc., Canada PT. Elegant Textile Industry, Indonesia PT. Indo Bharat Rayon, Indonesia PT. Indo Liberty Textiles, Indonesia PT. Sunrise Bumi Textiles, Indonesia Surya Kiran Investments Pte. Limited, Singapore Thai Peroxide Company Limited, Thailand Thai Polyphosphate & Chemicals Company Limited, Thailand Thai Rayon Public Company Limited, Thailand
2.	Rajashree Birla	Non-Executive Director	<p>Indian Companies</p> <ul style="list-style-type: none"> Aditya Birla Health Services Private Limited Birla Brothers Private Limited Birla Group Holdings Private Limited Breach Candy Hospital Trust Century Enka Limited Century Textile and Industries Limited G.D. Birla Medical Research and Education Foundation Hindalco Industries Limited IGH Holdings Private Limited Mananam Foundation Pilani Investment and Industries Corporation Limited Rajratna Holdings Private Limited UltraTech Cement Limited Vaibhav Holdings Private Limited Vaibhav Medical and Education Foundation Vikram Holdings Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> Aditya Birla Chemicals (Thailand) Limited, Thailand Birla Carbon (Thailand) Public Company Limited, Thailand Birla Carbon Egypt, S.A.E. Indo Thai Synthetics Company Limited, Thailand PT. Elegant Textile Industry, Indonesia PT. Indo Bharat Rayon, Indonesia Thai Polyphosphate & Chemicals Company Limited, Thailand Thai Rayon Public Company Limited, Thailand
3.	Ananyashree Birla	Non-Executive Director	<p>Indian Companies</p> <ul style="list-style-type: none"> Aditya Birla Fashion and Retail Limited Aditya Birla Management Corporation Private Limited Aditya Birla New Age Hospitality Private Limited Ananya Birla Foundation Antimatter Media Private Limited Birla Cosmetics Private Limited Chaitanya India Fin Credit Private Limited Ikai Asai Foundation Svatantra Micro Housing Finance Corporation Limited Svatantra Microfin Private Limited Svatantra Online Services Private Limited Talk and Cheese Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> Aditya Birla Global Trading (Singapore) Pte. Ltd
4.	Aryaman Vikram Birla	Non-Executive Director	<p>Indian Companies</p> <ul style="list-style-type: none"> Aditya Birla Digital Fashion Ventures Limited Aditya Birla Fashion and Retail Limited Aditya Birla Management Corporation Private Limited Aditya Birla New Age Hospitality Private Limited Aditya Birla New Age Restaurants and Café Private Limited K5 Restaurants and Entertainment Private Limited KA Hospitality Private Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> Aditya Birla Global Trading (Singapore) Pte. Ltd.

Sr. No.	Name	Designation	Other Directorships
5.	Anita Ramachandran	Independent Director	<p>Indian Companies</p> <ul style="list-style-type: none"> • Aditya Birla Housing Finance Limited • Aragen Life Sciences Limited • Blue Star Limited • Cerebrus Consultants Private Limited. • FSN E-commerce Ventures Limited • Godrej & Boyce Manufacturing Company Limited • Happiest Minds Technologies Limited • Metropolis Healthcare Limited • Nykaa Foundation • Ujjivan Small Finance Bank Limited <p>Foreign Companies</p> <p>Nil</p>
6.	Mohanraj Narendranathan Nair	Independent Director	<p>Indian Companies</p> <p>Veritas Finance Private Limited</p> <p>Foreign Companies</p> <p>Nil</p>
7.	Yazdi Piroj Dandiwala	Independent Director	<p>Indian Companies</p> <ul style="list-style-type: none"> • Access Trusteeship Company Private Limited • Bombay Incorporated Law Society • Century Textiles and Industries Limited • Duville Estates Private Limited • Hindalco Industries Limited • Hindalco-Almex Aerospace Limited • Pilani Investment and Industries Corporation Limited • Rashi Peripherals Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> • Novelis Corporation • Novelis ALR International, Inc.
8.	Thomas Martin Connelly Jr.	Independent Director	<p>Indian Companies</p> <p>Nil</p> <p>Foreign Companies</p> <ul style="list-style-type: none"> • AV Cell • AV Terrace Bay • Novelis Inc.
9.	Venkatadri Chandrasekaran	Independent Director	<p>Indian Companies</p> <ul style="list-style-type: none"> • Aditya Birla Housing Finance Limited • Aditya Birla Renewables Green Power Private Limited (<i>formerly, Waacox Energy Private Limited</i>) • Aditya Birla Renewables SPV 1 Limited • Aseem Infrastructure Finance Limited • Care Ratings Limited • Tata Investment Corporation Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> • Life Insurance Corporation (International) B S C, Bahrain
10.	Adesh Kumar Gupta	Independent Director	<p>Indian Companies</p> <ul style="list-style-type: none"> • Care Analytics and Advisory Private Limited • Care Ratings Limited • India Pesticides Limited • Krazybee Services Private Limited • Krsnaa Diagnostics Limited • Survival Technologies Limited • Vinati Organics Limited • Anand Rathi Financial Services Limited <p>Foreign Companies</p> <ul style="list-style-type: none"> • India Advance Fund Ltd.

Sr. No.	Name	Designation	Other Directorships
11.	Cyril Suresh Shroff	Independent Director	Indian Companies <ul style="list-style-type: none"> • Callalily Premises & Advisory Private Limited • Gurukripa Communications Private Limited • Hycinth Advisors Private Limited • Mogra Investment Consultants Private Limited • Petunia Advisory Private Limited • Rare Rose Premises Private Limited • Red Poppy Premises Private Limited • Turmeric Advisory Private Limited • Yellow Sunflower Premises Private Limited Foreign Companies <ul style="list-style-type: none"> • Cyril Amarchand Mangaldas (Singapore) Pte. Ltd.
12.	Raj Kumar	Non-Executive Director	Indian Companies <ul style="list-style-type: none"> • IDBI Bank Limited Foreign Companies <ul style="list-style-type: none"> Nil
13.	Harikrishna Agarwal	Managing Director	Indian Companies <ul style="list-style-type: none"> Aditya Birla Management Corporation Private Limited Foreign Companies <ul style="list-style-type: none"> • AV Group NB Inc., Canada • AV Terrace Bay Inc, Canada • Aditya Group AB, Sweden • Domsjo Fabriker AB, Sweden • Birla Jingwei Fibres Company Limited • Thai Rayon Public Co. Ltd. • PT Indo Bharat Rayon

For further details, see “Our Management” beginning on page 111 of the Letter of Offer.

7. **Neither our Company nor our Promoters or any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.**

8. **Consolidated financial statements**

A summary of the financial information of our Company as at and for the six-month period ended September 30, 2023 and the Financial Year ended on March 31, 2023.

(in ₹ crore, except per share data)

Particulars	As of and for the six months ended September 30, 2023 (Limited Reviewed)	As of and for the Financial Year ended March 31, 2023 (Audited)
Revenue from operations	61,285.87	1,17,627.08
Profit from Continuing Operations Before Tax	6,299.59	14,726.71
Profit for the period/year	4,600.40	11,078.20
Equity share capital	131.70	131.69
Other equity	83,038.54	78,610.30
Net worth	83,170.24	78,741.99
Basic Earnings per Share (in ₹)	41.73*	103.98
Diluted Earnings per Share (in ₹)	41.69*	103.88
Return on Net Worth (%)	3.29%*	8.67%
Net asset value per Equity Share (in ₹)	1,263.07	1,195.85

*Not annualised

For further details, see “Financial Information” beginning on page 118 of the Letter of Offer.

9. **Internal Risk Factors**

The below mentioned are top 5 risk factors as per the Letter of Offer:

1. We engage in highly competitive businesses and any failure to effectively compete could have a material adverse effect on us.
2. We operate some of our business verticals through our Subsidiaries, Associates and Joint Ventures, and our inability to manage our diversified operations may have an adverse effect on our business, results of operations, cash flows and financial condition.
3. We require substantial financing for our business operations and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability. Further, fluctuations in interest rates could adversely affect our results of operations, cash flows and financial condition.
4. Inability to meet our obligations, including financial and other covenants, under our debt financing arrangements could adversely affect our business, results of operations, cash flows and financial condition.
5. Our inability to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our businesses may have an adverse effect on our business, results of operations, cash flows and financial condition.

For further details, see “Risk Factors” beginning on page 19 of the Letter of Offer.

10. Summary of Outstanding Litigations

A summary of outstanding legal proceedings involving our Company and our Subsidiaries as on the date of the Letter of Offer is set forth in the table below :

Name of entity	Proceedings involving issues of moral turpitude or criminal liability	Civil proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Tax proceedings where the amount involved is equivalent to or in excess of the Materiality Threshold	Proceedings before regulatory authorities involving material violations of statutory regulations	Matters involving economic offences where proceedings have been initiated	Other pending matters which, if they result in an adverse outcome, would materially and adversely affect the operations or the financial position	Aggregate amount involved (₹ in crore)*
Company							
Against our Company	12	Nil	Nil	26	Nil	Nil	440.39
Subsidiaries							
Against our Subsidiaries	17	1	4	14	Nil	Nil	4,074.18

*To the extent quantifiable

For further details, see “*Outstanding Litigation and Defaults*” beginning on page 594 of the Letter of Offer.

11. Terms of the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI ICDR Master Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Payment Terms

₹1,812 per Rights Equity Share (including premium of ₹1,810 per Rights Equity Share) shall be payable as follows:

Due Date	Face Value (₹)	Premium (₹)	Total (₹)
On Application	0.50	452.50	453.00 ⁽¹⁾
Up to three additional calls, with terms and conditions such as the number of Calls and the timing and quantum of each Call as may be decided by our Board/ Rights Issue Committee from time to time, to be completed on or prior to March, 2026	1.50	1,357.50	1,359.00 ⁽²⁾
Total (₹)	2.00	1,810.00	1,812.00

⁽¹⁾ Constitutes 25% of the Issue Price.

⁽²⁾ Constitutes 75% of the Issue Price.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts.

Please note that our Company has opened a separate demat suspense escrow account (namely, “Grasim Industries Ltd Suspense Escrow Demat Account”) (“**Demat Suspense Account**”) and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund (“**IEPF**”) authority; or (c) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed suspense account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein that the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “- Grounds for Technical Rejection” on page 625 of the Letter of Offer. Our Company, the Lead Managers, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as

per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 621 of the Letter of Offer.

Making an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Managers, our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in terms of Regulation 78 of SEBI ICDR Regulations in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Managers. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Grasim Industries Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total Application amount paid at the rate of ₹453 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “*Restrictions on Purchases and Resales - Representations, Warranties and Agreements by Purchasers*” on page 643 of the Letter of Offer, and shall include the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to Eligible Equity Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer titled "Restrictions on Purchases and Resales" on page 643 of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

I/ We acknowledge that we, the Lead Managers, our affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Rights Entitlement Ratio: The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 6 Rights Equity Shares for every 179 Equity Shares held as on the Record Date.

Fractional Entitlement: The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 6 Equity Share for every 179 Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 30 Equity Shares or not in the multiple of 30, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their Rights Entitlement, if any.

Further, the Eligible Equity Shareholders holding less than 30 Equity Shares shall have 'zero' entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

Credit of Rights Entitlements in dematerialised account: In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is ISIN: INE047A20013. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Renunciation of Rights Entitlements: The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer.

Application for Additional Rights Equity Shares: Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in the section entitled "Terms of the Issue - Basis of Allotment" on page 635 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares unless regulatory approvals are submitted. For details, see "Terms of the Issue - Allotment Advice or Refund / Unblocking of ASBA Accounts" on page 636 of the Letter of Offer.

Minimum Subscription: The objects of the Issue involve (i) repayment or prepayment, in full or part, of certain borrowings availed by our Company; and (ii) general corporate purposes. Further, pursuant to certificates each dated January 4, 2024, our Promoters and Promoter Group have confirmed that they will (i) subscribe to the full extent of their Rights Entitlements in the Issue and that they shall not renounce the

Rights Entitlements (except to the extent of Rights Entitlements renounced by any of them in favour of our Promoters or other member(s) of our Promoter Group); (ii) subscribe to additional Rights Entitlements over and above their Rights Entitlements, if any, which are renounced in their favour by our Promoters or any other member(s) of our Promoter Group; and (iii) subscribe to additional Rights Equity Shares, if any, which may remain unsubscribed in the Issue, each as may be applicable, subject to the aggregate shareholding of our Promoters and Promoter Group being compliant with the minimum public shareholding requirements under the SCRR and the SEBI LODR Regulations. The acquisition of Rights Equity Shares by our Promoters and other members of our Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI Takeover Regulations, and the Issue shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations. Our Company is in compliance with Regulation 38 of the SEBI LODR Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

For details on the manner in which our Promoters and members of the Promoter Group holding GDRs will participate in the Issue, see “*Notice to Investors – Notice to GDR Holders*” on page 12 of the Letter of Offer.

- 12. Availability of offer document of the immediately preceding public issue or rights issue for inspection:** A copy of the Letter of offer of our Company dated September 27, 1989 in relation to a rights issue of 1,04,16,666 – 12.5% secured redeemable partly convertible debentures (II Series) (“II Series Debentures”) of face value ₹120 each for cash at par, aggregating to ₹125 crores (excluding 15,62,500 II series debentures aggregating to ₹18.75 crores retainable in case of oversubscription) to the equity shareholders of our Company is available for inspection at the Registered Office between 10 a.m. and 5 p.m. on all working days and will also be available on the website of our Company from the date of the Letter of Offer until the Issue Closing Date.
- 13. Any other important information as per Lead Manager and the Issuer:** Nil

DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in the Letter of Offer are true and correct.

SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Name and Designation	Signature
Kumar Mangalam Birla Designation: <i>Chairman and Non-Executive Director</i>	Sd/-
Rajashree Birla Designation: <i>Non-Executive Director</i>	Sd/-
Ananyashree Birla Designation: <i>Non-Executive Director</i>	Sd/-
Aryaman Vikram Birla Designation: <i>Non-Executive Director</i>	Sd/-
Anita Ramachandran Designation: <i>Independent Director</i>	Sd/-
Mohanraj Narendranathan Nair Designation: <i>Independent Director</i>	Sd/-
Yazdi Piroj Dandiwala Designation: <i>Independent Director</i>	Sd/-
Thomas Martin Connelly Jr. Designation: <i>Independent Director</i>	Sd/-
Venkatadri Chandrasekaran Designation: <i>Independent Director</i>	Sd/-
Adesh Kumar Gupta Designation: <i>Independent Director</i>	Sd/-
Cyril Suresh Shroff Designation: <i>Independent Director</i>	Sd/-
Raj Kumar Designation: <i>Non-Executive Director</i>	Sd/-
Harikrishna Agarwal Designation: <i>Managing Director</i>	Sd/-
Pavan Kumar Jain Designation: <i>Chief Financial Officer</i>	Sd/-

Place: Mumbai

Date: January 4, 2024