

**IN THE HIGH COURT OF MADHYA PRADESH, BENCH AT INDORE
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY PETITION NO.7 OF 2015**

In the matter of the Companies Act, 1956;

And

In the matter of application under Sections 391 to 394 of the Companies Act, 1956;

And

In the matter of the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective shareholders and creditors.

Grasim Industries Limited, a company incorporated under the Gwalior Companies Act (1 of Samvat 1963) and now deemed to be incorporated under the Companies Act, 1956/2013 as an "existing company" and having its registered office at Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh

.....Applicant Company

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

Notice is hereby given that by an Order dated Wednesday, the 22nd day of April, 2015, the Hon'ble High Court of Madhya Pradesh, Bench at Indore, 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, the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited ("Transferor Company") with Grasim Industries Limited ("Transferee Company") and their respective shareholders and creditors (the "Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that the separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company will be held at Grasim Club, Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh, on Wednesday, the 10th day of June, 2015 at the time stated herein below, at which time and place the said Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company are requested to attend.

Sr. No.	Meeting	Time
1.	Equity Shareholders	11:30 a.m. (1130 hours)
2.	Secured Creditors	12:30 p.m. (1230 hours) or so soon after the conclusion of the meeting of the Equity Shareholders of the Applicant Company
3.	Unsecured Creditors	1:00 p.m. (1300 hours) or so soon after the conclusion of the meeting of the Secured Creditors of the Applicant Company

Copies of the Scheme and the Explanatory Statement under Section 393 of the Companies Act, 1956 can be obtained free of charge at the registered office of the Applicant Company at Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh.

Further, shareholding details of the Directors and Key Managerial Personnel of the Transferor Company as stated in table no. 2 in Paragraph No. 11 on Page No. 14 of the Explanatory Statement to the equity shareholder's notice and table no. 2 in Paragraph No. 10 on Page No. 11 of the Explanatory Statement to the Secured and Unsecured Creditor's notice shall be read as: Mr. A.K. Agarwala holds 8,512 shares (and not 38,012 shares), Mr. Akash Mishra holds 5 shares (and not Nil Shares) and Mr. H.C. Panda, who is the CFQ of the transferor Company holds 2 shares in the transferor company. The updated copy of the notice of the court convened meetings are available on the website of the Company, www.grasim.com as well as on the website of the stock exchanges viz., www.bseindia.com and www.nseindia.com.

Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed format are deposited at the registered office of the Applicant Company at Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh, not later than 48 hours before the scheduled time of the commencement of the respective meetings. Forms of proxy can be obtained at the registered office of the Applicant Company.

The Hon'ble High Court of Madhya Pradesh, Bench at Indore, has appointed Mr. Ramesh Chhazed, Advocate and in his absence, Ms. Seema Sharma, Advocate, as the Chairman of the aforesaid meetings.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble High Court of Madhya Pradesh, Bench at Indore.

Sd/-
Ramesh Chhazed
Chairman appointed for the meetings

Dated this 6th day of May, 2015

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Persons entitled to attend and vote at the respective meetings may vote in person or by proxy, provided that all proxies in the prescribed format are deposited at the registered office of the Applicant Company at Birlagram, Nagda-456331, District Ujjain, Madhya Pradesh, not later than 48 hours before the scheduled time of the commencement of the respective meetings. Forms of proxy can be obtained at the registered office of the Applicant Company.

The Hon'ble High Court of Madhya Pradesh, Bench at Indore, has appointed Mr. Ramesh Chhazed, Advocate and in his absence, Ms. Seema Sharma, Advocate, as the Chairman of the aforesaid meetings.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the Hon'ble High Court of Madhya Pradesh, Bench at Indore.

Sd/-
Ramesh Chhazed
Chairman appointed for the meetings

Dated this 6th day of May, 2015



GRASIM INDUSTRIES LIMITED

Registered Office: Biragram, Nagda - 456 331, District Ujjain, Madhya Pradesh | CIN: L17124MP1947PLC0004
Tel: 07366-246760; Fax: 07366-244114 | Email: shares@adityabirla.com; website: www.grasim.com

NOTICE TO THE EQUITY SHAREHOLDERS OF GRASIM INDUSTRIES LIMITED

Notice is hereby given that GRASIM INDUSTRIES LIMITED (the "Company") has completed the dispatch of Postal Ballot and e-voting Notice and other accompanying documents to its equity shareholders on Wednesday, 6th May, 2015 in compliance with Section 110 of the Companies Act, 2013 and Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, read with Circular Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 issued by Securities and Exchange Board of India, seeking the consent of its equity shareholders, by way of a resolution on the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited ("Transferor Company") with the Company and their respective shareholders and creditors ("Resolution"). The Notice has been despatched in physical mode along with a self-addressed postage prepaid Business Reply Envelope to all the Shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") as on 24th April, 2015 as well as electronically to all the Shareholders whose email IDs are registered with the Company/NSDL/CDSL, seeking the Shareholders' consent to the Resolution by means of Postal Ballot, including voting by electronic means.

Further, the shareholding details of the Directors and Key Managerial Personnel of the Transferor Company as stated in Table No. 2 in Paragraph No. 11 on Page No. 14 of the Explanatory Statement to the aforesaid Notice shall be read as:- "Mr. A.K. Agarwala holds 8,512 shares (and not 38,012 shares), Mr. Akash Mishra holds 5 shares (and not Nil Shares) and Mr. H.K. Panda, who is the CFO of the Transferor Company holds 2 shares, in the Transferor Company". The updated Notices of the Court convened meetings are available on the website of the Company, www.grasim.com, as well as on the websites of the stock exchanges, viz., www.bseindia.com and www.nseindia.com.

Mr. Ashish Garg, Practicing Company Secretary, Indore has been appointed as Scrutinizer for conducting the voting process through Postal Ballot as well as e-voting, in a fair and transparent manner.

Shareholders are requested to note that:-

- the voting, both through Postal Ballot and electronic mode, shall commence on Friday, 8th May, 2015 and end on Saturday, 6th June, 2015;
- the duly completed physical Ballot Forms should reach the Scrutinizer on or before 5.30 p.m. on Saturday, 6th June, 2015;
- any Postal Ballot Form received from the Shareholders after 5.30 p.m. on Saturday, 6th June, 2015, shall not be considered;
- the e-voting module shall be disabled at 5.30 p.m. on Saturday, 6th June, 2015; and
- in case any Shareholder votes under both Postal Ballot and electronic mode, then the voting done through Postal Ballot shall prevail and the e-voting of that Shareholder shall be considered as invalid.

A Shareholder may request for a duplicate Postal Ballot Form from the Share Department of the Company at the Registered Office Biragram, Nagda - 456331, Dist. Ujjain, Madhya Pradesh.

It is clarified that the approval of the public shareholders to the said Scheme of Amalgamation by Postal Ballot and e-voting is sought, in addition to the approval to the said Scheme of Amalgamation by the equity shareholders, the secured and unsecured creditors of the Company at their respective court convened meetings to be held on Wednesday, 10th June, 2015 as per the Order dated 22nd April, 2015 passed by the Hon'ble High Court of Madhya Pradesh, Bench at Indore in Company Petition No. 7 of 2015.

For Grasim Industries Limited

Sd/-

Hutokshi Wadia

Sr. Vice President & Company Secretary

Date: 6th May, 2015

इंदौर, गुरुवार 07 मई 2015 | नईदुनिया | 07



ग्रासिम इंडस्ट्रीज लिमिटेड

पंजीकृत कार्यालय: बिरलाग्राम, नागदा- 456331, जिला - उज्जैन, मध्य प्रदेश। CIN: L17124MP1947PLC000410
फोन: 07366-246760; फैक्स: 07366-244114 | ई-मेल: shares@adityabirla.com; वेबसाइट: www.grasim.com

ग्रासिम इंडस्ट्रीज लिमिटेड के इक्विटी शेयरधारकों को सूचना

एतद्वारा सूचित किया जाता है कि ग्रासिम इंडस्ट्रीज लिमिटेड ("कंपनी") ने पोस्टल बैलट और ई-वोटिंग सूचना तथा अन्य संबंधित दस्तावेज अपने इक्विटी शेयरधारकों को कंपनी अधिनियम 2013 की धारा 110 तथा उसके तहत बने नियमों और कंपनी कानून 2013 के अन्य लागू प्रावधानों, यदि हो, के साथ सिक्योरिटीज़ एंड एक्स्चेंज बोर्ड ऑफ इंडिया द्वारा जारी परिपत्रक क्र. सीआईआर/सीएफडी/डीआईएल/5/2013 दिनांक 4 फरवरी, 2013 और सीआईआर/सीएफडी/डीआईएल/8/2013 दिनांक 21 मई, 2013 के साथ पढ़ते हुए भेजा गया है, जिसमें आदित्य बिरला केमिकल्स (इंडिया) लिमिटेड ("ट्रांसफरर कंपनी") के साथ कंपनी और उसके संबंधित शेयरधारकों तथा क्रेडिटर्स के विलय स्कीम पर प्रस्ताव के माध्यम से उसके इक्विटी शेयरधारकों से सहमति मांगी गई है। उन सभी शेयरधारकों को सूचना कागजी स्वरूप में स्व-संबोधित पोस्टेज प्रीपेड बिजनेस रिप्लाय लिफाफे के साथ भेजी जा चुकी है जिनके नाम 24 अप्रैल, 2015 के अनुसार नेशनल सिक्योरिटीज़ डिपॉजिटरी लिमिटेड ("एनएसडीएल") और/या सेंट्रल डिपॉजिटरी सर्विसेस (इंडिया) लिमिटेड ("सीडीएसएल") से प्राप्त रजिस्टर ऑफ मॅम्बर्स/बेनिफिशियल ओनर्स की सूची पर है तथा साथ ही, सभी शेयरधारकों को इलेक्ट्रॉनिक रूप से भी भेजी गई है जिनके ईमेल आईडी कंपनी/एनएसडीएल/सीडीएसएल के पास पंजीकृत हैं, जिसके माध्यम से इलेक्ट्रॉनिक वोटिंग माध्यमों सहित पोस्टल बैलट द्वारा प्रस्ताव हेतु शेयरधारकों की सहमति मांगी गई है।

इसके अलावा, उपरोक्त सूचना के विवरणात्मक कथन के पृष्ठ संख्या 14 पर अनुच्छेद क्र. 11 में तालिका क्र. 2 में उल्लेख के अनुसार ट्रांसफरर कंपनी के निदेशकों और प्रमुख प्रबंधकीय कर्मचारियों के शेयरधारण के विवरण इस प्रकार हैं:-- श्री ए. के. अग्रवाला के पास ट्रांसफरर कंपनी के 8,512 शेयर्स (न कि 38,012 शेयर्स), श्री आकाश मिश्रा के पास 5 शेयर्स (न कि शून्य शेयर्स) और श्री एच. के. पांडा, जो ट्रांसफरर कंपनी के सीएफओ हैं, के पास 2 शेयर्स हैं। न्यायालय समन्वित बैठकों की अद्यतनीकृत सूचनाएँ कंपनी की वेबसाइट www.grasim.com तथा साथ ही स्टॉक एक्सचेंजों की वेबसाइटों यानी www.bseindia.com और www.nseindia.com पर उपलब्ध हैं।

पोस्टल बैलट तथा ई-वोटिंग के माध्यम से न्यायपूर्ण एवं पारदर्शी तरीके से वोटिंग प्रक्रिया संचालित करने हेतु स्कूटिनाइज़र के रूप में श्री आशीष गर्ग, प्रैक्टिसिंग कंपनी सेक्रेटरी, इंदौर को नियुक्त किया गया है।

शेयरधारकों से ध्यान देने का निवेदन किया जाता है कि:

- पोस्टल बैलट और इलेक्ट्रॉनिक मोड दोनों माध्यम से वोटिंग शुक्रवार 8 मई, 2015 को शुरू होगी और शनिवार, 6 जून 2015 को खत्म होगी।
- भरे गए कागजी बैलट फॉर्मस स्कूटिनाइज़र के पास शनिवार, 6 जून, 2015 को शाम 5.30 बजे से पहले पहुँचाने चाहिए।
- शेयरधारकों द्वारा भेजा गया कोई भी पोस्टल बैलट फॉर्म शनिवार, 6 जून, 2015 को शाम 5.30 बजे के बाद मिलने पर विचार में नहीं लिया जाएगा।
- शनिवार, 6 जून, 2015 को शाम 5.30 बजे ई-वोटिंग भौंड्यूल निष्क्रिय हो जाएगा।
- यदि कोई शेयरधारक पोस्टल बैलट और इलेक्ट्रॉनिक मोड दोनों के तहत वोट करता है तो पोस्टल बैलट के ज़रिए की गई वोटिंग मान्य होगी और शेयरधारक की ई-वोटिंग को अवैध माना जाएगा।

शेयरधारक कंपनी के शेयर डिपार्टमेंट से उसके पंजीकृत कार्यालय, बिरला ग्राम, नागदा - 456331, जिला उज्जैन, मध्य प्रदेश से डुब्लिकेट पोस्टल बैलट फॉर्म के लिए निवेदन कर सकते हैं।

स्पष्ट किया जाता है कि पोस्टल बैलट और ई-वोटिंग द्वारा विलय की उक्त स्कीम को सार्वजनिक शेयरधारकों की मान्यता कंपनी याचिका क्र. 7 ऑफ 2015 में मध्य प्रदेश के माननीय उच्च न्यायालय, इंदौर खंडपीठ द्वारा 22 अप्रैल, 2015 को दिए गए आदेश के अनुसार बुधवार, 10 जून, 2015 को आयोजित कोर्ट द्वारा समन्वित कंपनी के इक्विटी शेयरधारकों सिक्योरिटीज़ और अनसिक्योरिटीज़ क्रेडिटर्स द्वारा विलय की उक्त स्कीम के लिए स्वीकृति के अलावा ली गई है।

ग्रासिम इंडस्ट्रीज लिमिटेड के लिए

हस्ताक्षर

हुतोशी वाडिया

सीनियर वाइस प्रेसिडेंट और कंपनी सेक्रेटरी

दिनांक : 6 मई, 2015