Annexure-3

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Dated: 11 August 2016

To

Board of Directors
Aditya Birla Nuvo Limited
4th Floor, A-wing
Aditya Birla Centre
S. K. Ahire Marg, Worli
Mumbai 400 030

Board of Directors
Aditya Birla Financial Services Limited
'A' Wing, 4th Floor
Aditya Birla Centre
S.K. Ahire Marg, Worli
Mumbai 400 030

Board of Directors
Grasim Industries Limited
'A' Wing, 2nd Floor
Aditya Birla Centre
S.K. Ahire Marg, Worli
Mumbai 400 030

Sub: Recommendation of Share Exchange Ratio for the proposed merger of Aditya Birla Nuvo Limited ('ABNL') into Grasim Industries Limited ('Grasim'); and Opinion on the Share Entitlement Ratio for the proposed demerger of Finance Undertaking of Amalgamated Grasim into ABFSL

Dear Sir / Madam,

We refer to our ongoing discussions and the engagement letters whereby, Aditya Birla Nuvo Limited ('ABNL') and Grasim Industries Limited ('Grasim') have requested Bansi S. Mehta & Co, (hereinafter referred to as 'BSM') and Price Waterhouse & Co LLP (hereinafter referred to as 'PW&Co') for the following:

- Recommendation of the Share Exchange Ratio the proposed merger of ABNL into Grasim; and
- Opinion on the Share Entitlement Ratio on the proposed demerger of Finance Undertaking of the Amalgamated Grasim into Aditya Birla Financial Services Limited ('ABFSL').

ABNL, Grasim and ABFSL are together referred to as the Companies. Grasim after amalgamation of ABNL is referred to as 'Amalgamated Grasim'/ 'Demerged Company')

BSM and PW&Co have been hereafter referred to as 'Valuers' or 'we' or 'us' and individually referred to as 'Valuer' in this joint Report ('Valuation Report' or 'Report').

SCOPE AND PURPOSE OF THIS REPORT

Aditya Birla Nuvo Limited, a part of Aditya Birla Group, is a diversified conglomerate with various business interests, including manufacturing of fertilisers, viscose filament yarn, chemicals, insulators, textiles, financial services and telecom. Equity shares of ABNL are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). Grasim holds ~2.57% equity shares of issued and paid up equity capital of ABNL.

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GRASIM LIMITED

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Aditya Birla Financial Services Limited ('ABFSL'), a wholly owned subsidiary of ABNL, is a systemically important non-deposit taking core investment company registered with the Reserve Bank of India and has business interests including that of non-banking financial institution, housing finance, asset management, brokerage, wealth advisory and health insurance.

Finance Undertaking: A division of ABNL engaged in financial services business, active in fund based lending, making and holding investments in financial services sector along with investments in Payments Bank and Aditya Birla Finance Limited.

Grasim Industires Limited, a part of Aditya Birla Group, is inter-alia engaged in the business of manufacture and sale of viscose staple fibre, textiles, chemicals and cement (through its subsidiary UltraTech Cements Limited). Equity shares of Grasim are listed on BSE and NSE. Global Depository Receipts ('GDRs') of Grasim are listed on the Luxemburg Stock Exchange.

We understand that the management of the Companies ('Management') are contemplating a consolidation and realignment of businesses through a composite scheme of arrangement ('Scheme') to be implemented under the provisions of section 391 to 394 of the Companies Act, 1956, other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013:

- Amalgamation of ABNL with Grasim ('Step 1'); and
- Demerger of Finance Undertaking of the Amalgamated Grasim into ABFSL ('Step 2').

Step 1 and Step 2 are together referred to as 'the Transaction'.

As a consideration for Step 1, equity shareholders of ABNL would be issued equity shares of Grasim and for Step 2, equity shareholders of the Amalgamated Grasim would be issued equity shares of ABFSL.

Share Exchange Ratio for this Report refers to number of equity shares of face value of INR 10/- each of Grasim, which would be issued to shareholders of ABNL, as a consideration for Step 1.

Share Entitlement Ratio for this Report refers to number of equity shares of face value of INR 10/- each of ABFSL, which would be issued to shareholders of the Amalgamated Grasim, as a consideration for Step 2.

For the aforesaid purpose, the Companies have appointed BSM and PW&Co jointly to submit a joint report

- recommending the Share Exchange Ratio; and
- providing an opinion on the Share Entitlement Ratio, as proposed by the Management

to be placed before the Audit Committee's/Board of Directors of the Companies.

The scope of our services is:

- to conduct a relative (and not absolute) valuation of the equity shares of the Companies and recommending an exchange ratio for the Step 1; and
- to provide an opinion on the Share Entitlement Ratio for issue of ABFSL's equity shares to the equity shareholders of the Amalgamated Grasim (Step 2)

in accordance with generally accepted professional standards.

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GRASIM INDUSTRIES LIMITED

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The Valuers have been appointed jointly and have worked independently in their analysis. Both the Valuers have received information and clarifications from the Companies. For recommending Share Exchange Ratio, the Valuers have independently arrived at different values per share of the Companies. However, to arrive at the consensus on the Share Exchange Ratio, appropriate averaging and rounding off in the values arrived at by the Valuers have been done.

We have been provided with historical financial information for the Companies upto 31 March 2016 and upto 31 July 2016 for any material events after 31 March 2016. We have considered the same in our analysis and made adjustments for further facts made known (past or future) to us till the date of our Report. Our analysis does not factor impact of any event which is unusual or not in normal course of business. We have relied on the above while arriving at the Share Exchange Ratio for the Step 1.

This Report is our deliverable for the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and/or gathered from public domain:

- Audited / unaudited financial statements of the Companies and their subsidiaries for the 2 years ended 31 March 2016;
- Information on key events between 31 March 2016 and 31 July 2016, as made known to us and their financial impact;
- Proposed Share Entitlement Ratio for demerger of Finance Undertaking of the Amalgamated Grasim into ABFSL;
- Draft scheme of arrangement dated 10th August 2016;
- Number of equity shares / shareholding pattern of the Companies as at 31 July 2016;
- Interviews and correspondence with the Management;
- Secondary research and market data on comparable companies and information on recent transactions, to the extent readily available; and
- Such other analysis, reviews and enquiries, as we considered relevant.

It may be noted that no future business plans for the Companies and their subsidiaries/ underlying investee companies were provided to us.

The Companies have been provided with the opportunity to review the draft report (excluding the recommended share exchange ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.

BANSI S. MEHTA & CO. CHARTERED ACCOUNTANTS MUMBAI

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SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this Report and (iii) the financial statements of the Companies and their subsidiaries as at 31 March 2016 and other information provided by the Management on key events after 31 March 2016 till the date of the Report.

Other than as stated above, the Management has represented that the business activities of the Companies, including their subsidiaries and associates, as applicable, have been carried out in the normal and ordinary course between 31 March 2016 and the Report date and that no material adverse change has occured in their respective operations and financial position between 31 March 2016 and the Report date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events and transactions occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

The ultimate analysis will have to be tempered by the exercise of judicious discretion by the Valuers and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. management capability, present and prospective competition, yield on comparable securities, market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Companies (or its executives / representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

The determination of share exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no single share exchange ratio. While we have provided our recommendation of the Share Exchange Ratio (for Step 1) and our opinion on Share Entitlement Ratio (for Step 2) based on the information available to us and within the scope of our engagement, others may have a different opinion. The final responsibility for the determination of the share exchange/ entitlement ratio at which the proposed Transaction shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.

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In the course of the valuation, we were provided with both written and verbal information, including market, technical, financial and operating data.

In accordance with the terms of our engagements, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed or otherwise investigated the historical financial information provided to us. We have not independently investigated or otherwise verified the data provided by the Companies. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Management of the Companies that they have not omitted any relevant and material factors about the Companies. Our conclusions are based on the assumptions and information given by/on behalf of the Companies and reliance on public information. The Management of the Companies has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the Report. Nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Valuation Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited balance sheet of the Companies. Our conclusion of value assumes that the assets and liabilities of the Companies and their subsidiaries, reflected in their respective latest balance sheets remain intact as of the Report date.

We are not advisors with respect to legal, tax and regulatory matters for the Transaction. This Report does not look into the business/ commercial reasons behind the Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigation of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

The fee for the engagement is not contingent upon the results reported.

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We owe responsibility to only the Boards of Directors of the Companies that has appointed us under the terms of our engagement letters and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. Unless specifically agreed, in no circumstances shall the liability of a Valuer, its partners, its directors or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion on the Share Exchange Ratio. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

This Valuation Report is subject to the laws of India.

Neither the Valuation Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Amalgamation, without our prior written consent except for disclosures to be made to relevant regulatory authorities including stock exchanges and SEBI. In addition, this Report does not in any manner address the prices at which equity shares of the Companies will trade following announcement of the Transaction and we express no opinion or recommendation as to how the shareholders of either Company should vote at any shareholders' meeting(s) to be held in connection with the Transaction.

SHAREHOLDING PATTERN OF COMPANIES

Grasim Industries Limited

The issued and subscribed equity share capital of Grasim as at 30 June 2016 is **INR 93.3 crores** consisting of 93,347,529 equity shares of face value of INR 10 each. The shareholding pattern is as follows:

Shareholding Pattern as on 30-06-2016	No. of Shares	%Share Holding
Promoter and Group*	29,198,920	31.3%
Total Non-Promoter*	64,148,609	68.7%
Grand Total	93,347,529	100.0%

Source: BSE filing
**includes Depository Receipts issued*
Non promoter includes Institutions

The above number of equity shares include, 14,879 equity shares of the Grasim to be issued as fully paid-up pursuant to the acquisition of cement business of the ABNL under an earlier scheme of arrangement are held in the Share Capital Suspense Account. (Source: Grasim).

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In addition, Grasim has allotted 673 shares against employee stock options exercised till 8 August 2016 (source: BSE filling). As per Management, Grasim has 110,476 employee stock options outstanding at total exercise price of **INR 25.0 crores** - (shares which are vested but not exercised). The diluted number of equity shares, as at 8 August 2016, after considering the employee stock options would be 93,458,678.

Aditya Birla Nuvo Limited

The issued and subscribed equity share capital of ABNL as at 30 June 2016 is **INR 130.2 crores** consisting of 130,222,858 equity shares of face value of INR 10 each. The shareholding pattern is as follows:

ABNL

Shareholding Pattern as on 30-06-2016	No. of Shares	% Share Holding
Promoter and Group	76,053,327	58.4%
Total Non-Promoter	54,169,531	41.6%
Grand Total	130,222,858	100.0%

Source: BSE filing
Non promoter includes Institutions

In addition, ABNL has allotted 1,288 shares against employee stock options exercised till 8 August 2016 (source: BSE filling) and 41,323 shares held in abeyance. As per Management, ABNL has 26,050 employee stock options outstanding at total exercise price **INR 2.2 crores** - (shares which are vested but not exercised). The diluted number of equity shares, as at 8 August 2016, after considering the employee stock options would be 130,250,196.

Aditya Birla Financial Services Limited

The issued and subscribed equity share capital of Aditya Birla Financial Services Limited as at July 31, 2016 was INR 816 crores consisting of 81.6 crores equity shares of face value of INR 10 each. The shareholding pattern of ABFSL as at 31 July 2016 is as follows:

Shareholding Pattern as on 31-07-2016	No. of Shares#	% Share Holding
ABNL Investment Limited	307,535	0.0%
ABNL	815,702,465	100.0%
Grand Total	816,010,000	100.0%

Source: Management
 # Face value of INR 10 each
**2,00,00,000 shares are partly paid up for INR2.25per share*

Further, the Scheme envisages:

- conversion of compulsorily convertible preference shares of ABFSL (33,65,00,000 in number) into 3,36,50,000 equity shares of Rs 10 each fully paid-up
- issue of additional equity shares / convertible instruments of ABFSL to ABNL aggregating to upto 38,25,80,000 fully paid up equity shares of Rs.10 each on rights basis.
- issue of additional equity shares by ABFSL to one or more financial investors, aggregating not more than 5% of the fully diluted share capital of ABFSL, by way of preferential

allotment, at a fair value to be determined by an independent valuer, in accordance with the provisions of Applicable Law.

The Management has represented to us that there would not be any capital variation in the Companies till the Transaction becomes effective other than on account of existing ESOP Schemes, and except as provided in the Scheme for preferential allotment in ABFSL.

APPROACH & METHODOLOGY

Step 1

The proposed Step 1 contemplates the merger of ABNL with Grasim. Arriving at the fair exchange ratio for the proposed Step 1 would require determining the fair value of the equity shares of ABNL in terms of the fair value of the equity shares of Grasim. These values are to be determined independently but on a relative basis, and without considering the proposed Transaction.

The following are commonly used and accepted methods for determining the value of the equity shares of a company/ business:

1. Market Price method
2. Comparable Companies Quoted Multiples method or Comparable Companies Transaction Multiples
3. Discounted Cash Flows method
4. Net Asset Value method

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. Further, this valuation will fluctuate with lapse of time, changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Both ABNL and Grasim are operating companies and have significant businesses through subsidiaries and associate companies. ABNL holds investments in ABFSL, Aditya Birla Finance Limited, Idea Cellular Limited, Hindalco Industries Limited, Aditya Birla Fashion & Retail Limited; etc. Similarly, Grasim holds investments in Idea Cellular Limited, UltraTech Cement Limited, ABNL etc. In view of holding-cum-operating nature of both the Companies, the following approach was considered relevant for valuing ABNL and Grasim.

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- Market Price Approach
- Sum of Parts Approach - Values arrived for various businesses/ investments of both the Companies under Market Price approach, CCM/ CTM and NAV methods were aggregated. Further, adjustments were made for debt, cash and cash equivalents, surplus assets, if any, key events and costs /proceeds relating thereto, etc as deemed appropriate. The equity value of the respective businesses/ investments so arrived was then divided by the diluted number of equity shares of the Companies to compute its value per share.

The following paragraphs discuss different valuation methods and their application for valuing the Companies, their businesses/ investments.

Market Price (MP) Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

In the present case, the equity shares of the Companies are listed on BSE and NSE and there are regular transactions in their equity shares with adequate volumes. In these circumstances, the share price observed on NSE for the respective Companies and their various investments, over a reasonable period have been considered for determining the value of the Companies and of their investments, under the market price methodology.

Comparable Companies' Quoted Multiple (CCM) method

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

For valuing various businesses/ investment of these Companies, we have considered the earnings and asset multiples of comparable listed companies, with subject company / business specific adjustment, for the purpose of our valuation analysis.

Comparable Companies' Transaction Multiple (CTM) method

Under this method, value of the equity shares of a company/ business is arrived at by using multiples derived from valuations in comparable companies, as manifest through transaction

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valuations. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

For valuing various businesses/ investments of these Companies, we have considered the comparable transactions, with subject company / business specific adjustment, for the purpose of our valuation analysis. Wherever and if deemed appropriate, industry specific benchmarks have been used in the analysis.

Discounted Cash Flows (DCF) Method

Under the DCF method the projected free cash flows to the equity share holders are discounted at the cost of equity. The sum of the discounted value of such free cash flows is the value of the firm.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's equity capital.

Appropriate discount rate to be applied to cash flows i.e. the cost of equity:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to the equity capital providers (namely shareholders). The opportunity cost to the equity capital provider equals the rate of return the equity capital provider expects to earn on other investments of equivalent risk.

DCF method has not been used in our analysis given the diverse nature of business interests, subjectivity involved in cash flows forecasting, listed status of the Companies, and sensitivity in relation to disclosing non-public business projections.

Net Asset Value (NAV) Methodology

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria or in case where the assets base dominate earnings capability. Further, both ABNL and Grasim are holding companies and historical book value does not reflect instinsic value of its investments. A Scheme of Arrangement for a merger would normally be proceeded with, on the assumption that the companies merge as going concerns and an actual realization of the operating assets is not contemplated. Hence. NAV methodology has not been considered except for arriving at the value of non operating businesses and investments of ABNL and Grasim.

Share Exchange Ratio

The basis of the Transaction would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above methodologies, for the purposes of recommending a fair exchange ratio of equity shares it is necessary to arrive at a single value for each of the business / subject companies' shares. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the Companies and / or their associates, joint ventures and subsidiaries but at their relative values to facilitate the determination of a fair exchange ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation of the Companies. The Share Exchange Ratio is based on the various methodologies explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the companies, having regard to information base, key underlying assumptions and limitations.

Valuers, as considered appropriate, have independently applied methodologies discussed above and arrived at their assessment of value per share of the Companies. To arrive at the consensus on the Share Exchange Ratio for the Step 1, suitable averaging and rounding off in the values arrived at by the Valuers have been done.

Step 2 and Share Entitlement Ratio

Under Step 2, the Management proposes de-merger of Finance Undertaking of the Amalgamated Grasim into ABFSL. In consideration of this de-merger, the Management proposes to issue 7 (Seven) equity shares of ABFSL (of INR 10/- each fully paid up) in lieu of 1 (one) equity share of Amalgamated Grasim (of INR 10/- each fully paid up) to the shareholders of Amalgamated Grasim.

Currently, ABFSL is a wholly owned subsidiary (directly and indirectly) of ABNL. The proposed demerger of the Finance Undertaking from Amalgamated Grasim into ABFSL shall entail allotment of equity shares of ABFSL to all the equity shareholders of Amalgamated Grasim on a proportionate basis. In the current instance, the issue of adjusting equity values between different shareholders that usually forms the prime consideration for determining fair ratio of allotment is not relevant.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove:

Step 1

We recommend the Share Exchange Ratio 3 (three) equity shares of Grasim (of INR 10/- each fully paid up) for every 10 (Ten) equity shares of ABNL (of INR 10/- each fully paid up) for merger of ABNL into Grasim.

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Step 2

Further, based on the aforementioned, and considering that all the shareholders of Amalgamated Grasim are and shall, upon demerger, be the ultimate beneficial economic owners of ABFSL and that upon allotment of equity shares by ABFSL in the prososed Share Entitlement Ratio, the beneficial economic interst of the shareholders in the equity of the Amalgamated Grasim shall be the same as in the equity of Amalgamated Grasim, the proposed Share Entitlement Ratio of 7 (Seven) equity shares of ABFSL (of INR 10/- each fully paid up) for every 1 (One) equity shares of the Amalgamated Grasim (of INR 10/- each fully paid up) for the demerger of Finance Undertaking into ABFSL is fair.

Respectfully submitted,

Bansi S. Mehta & Co
Chartered Accountants
ICAI Firm Registration Number:
100991W

Drushti Desai
Partner
Membership No: 102062
Date: 11 August 2016

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

Price Waterhouse & Co LLP
Chartered Accountants
ICAI Firm Registration Number:
016844N/N500015

Rajan Wadhawan
Partner
Membership No: 090172
Date: 11 August 2016

Price Waterhouse & Co LLP Chartered Accountants Gurgaon

CERTIFIED TRUE COPY
FOR GRASIM INDUSTRIES LIMITED

HUTOKSHI WADIA
COMPANY SECRETARY

GRASIM INDUSTRIES LIMITED