



16<sup>th</sup> August, 2016

The General Manager,  
BSE Limited,  
Department of Corporate Services,  
Rotunda Building, P. J. Towers, Dalal Street,  
Mumbai-400 001  
Scrip code: 500300

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between the Aditya Birla Nuvo Limited, Grasim Industries Limited, Aditya Birla Financial Services Limited and their respective Shareholders and Creditors**

We refer to our letter dated 11<sup>th</sup> August, 2016 informing you about the decision of the Board of Directors of Grasim Industries Limited ("the Company") approving the Scheme of Arrangement between Aditya Birla Nuvo Limited, Grasim Industries Limited, Aditya Birla Financial Services Limited and their respective Shareholders and Creditors.

In continuation of the aforesaid, we are now applying under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Enclosed is the check list duly filled in together with the enclosures thereto relating to the Regulation 37 Application.

We have today, effected a fund transfer to your Account for ₹ 2,25,400 (net of TDS of ₹ 4,600) towards processing fees of this Application.

We will be pleased to provide any clarification you may require in this regard.

We request you to kindly issue your Observation Letter/No-objection letter to the Scheme of Arrangement, at your earliest convenience.

Thanking you,

Yours faithfully,  
For Grasim Industries Limited

*Hutokshi Wadia*  
Hutokshi Wadia  
Company Secretary

Encl: As above.





**ANNEXURE TO THE LETTER DATED 16<sup>th</sup> AUGUST 2016**

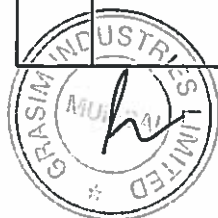
**Proposed Scheme of Arrangement between Aditya Birla Nuvo Limited, Grasim Industries Limited, Aditya Birla Financial Services Limited and their respective Shareholders and Creditors ("Scheme of Arrangement")**

**List of documents submitted under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Scheme of Arrangement proposed under Section 391-394 of the Companies Act, 1956/ under Section 230-234 of the Companies Act, 2013, whichever applicable.**

<b>Sr. No.</b>	<b>Documents submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015</b>	<b>Annexures</b>	<b>Page Nos. (From-To)</b>
1	Certified True Copy of the resolution passed by the Board of Directors of the Companies at their respective meetings held on 11 <sup>th</sup> August, 2016: <ul style="list-style-type: none"><li>- Aditya Birla Nuvo Limited</li><li>- Grasim Industries Limited; and</li><li>- Aditya Birla Financial Services Limited</li></ul>	1	1-16
2	Certified true copy of the draft Scheme of Arrangement proposed to be filed by the Company before the High Court of Madhya Pradesh, Bench at Indore.	2	17-58
3	Valuation Report dated 11 <sup>th</sup> August 2016 issued jointly by Bansi S. Mehta & Co., Chartered Accountants, Mumbai and Price Waterhouse & Co LLP, Chartered Accountants, Mumbai being <ul style="list-style-type: none"><li>- Recommendation of share exchange ratio for the proposed merger, and</li><li>- Opinion on the Share Entitlement Ratio on the proposed Demerger</li></ul>	3	59-70
4	Report from the Audit Committee recommending the draft Scheme of Arrangement taking into consideration, inter alia, the Valuation Report mentioned at Sr. No. 3 above	4	71-79
5	Fairness opinion dated 11 <sup>th</sup> August 2016 issued by JM Financial Institutional Securities Limited, Mumbai regarding the share exchange ratio and share entitlement ratio	5	80-83



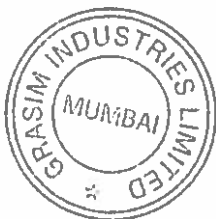
Sr. No.	Documents submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexures	Page Nos. (From-To)
6	<p>Shareholding pattern of –</p> <ul style="list-style-type: none"> <li>- Aditya Birla Nuvo Limited</li> <li>- Grasim Industries Limited; and</li> <li>- Aditya Birla Financial Services Limited</li> </ul> <p>pre and post Amalgamation/Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015</p>	6	84-124
7	<p>Audited financial results for the FY 2015-16, 2014-15 and 2013-14 together with Unaudited financials for the quarter ended 30.06.2016 along with the Limited Review Report of the auditors for:</p> <ul style="list-style-type: none"> <li>- Aditya Birla Nuvo Limited (Transferor Company) and</li> <li>- Grasim Industries Limited (the Transferee Company)</li> </ul> <p>Audited financial results for the FY 2013-14, 2014-15 and 2015-16 of Aditya Birla Financial Services Limited (unlisted company)</p>	7	125-127
8	<p>Quarterly Compliance Report on Corporate Governance as per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015</p>	8	128-129
9	<p>Complaint Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and along with related documents on the Websites of Stock Exchanges and the company under Para (3))</p>	9	130
10	<p>Compliance Report with the requirements specified in Part-A of the Annexure – I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015</p>	10	131-132
11	<p>If as per the Company, approval from the Shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para(I)(A)(9)(c) of the said SEBI Circular, submit the following :</p>	Not Applicable	



Sr. No.	Documents submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexures	Page Nos. (From-To)
	a) An undertaking certified by the Auditor clearly stating the reasons for non-applicability of Sub-Para 9 (a) b) Certified copy of Board of Director's resolution approving the aforesaid Auditor Certificate		
12	Name of Designated Stock Exchange for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors at its meeting held on 11 <sup>th</sup> August, 2016, appointing BSE as the Designated Stock Exchange is enclosed	11	133
13	Brief details of - Aditya Birla Nuvo Limited (Transferor Company) - Grasim Industries Limited (Transferee Company), and - Aditya Birla Financial Services Limited (Resulting Company) as per the prescribed format	12	134-139
14	Net worth Certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for - Grasim Industries Limited (Transferee Company), issued by G.P. Kapadia & Co., dated 16 <sup>th</sup> August 2016, - Aditya Birla Nuvo Limited (Transferor Company) issued by NGST & Associates, Chartered Accountants, dated 11 <sup>th</sup> August 2016, and - Aditya Birla Financial Services Limited (Resulting Company), issued by S.R. Batliboi & Co. LLP., dated 16 <sup>th</sup> August 2016	13	140-145
15	Capital evolution (Paid up Capital) details of - - Aditya Birla Nuvo Limited - Grasim Industries Limited; and - Aditya Birla Financial Services Limited as per the format	14	146-155
16	Confirmation by the Company Secretary of the Company confirming that the Scheme of Arrangement does not in any way violate or overwrite or circumscribe the provisions of SEBI Act, 1992	15	156



Sr. No.	Documents submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexures	Page Nos. (From-To)
17	Certificate from M/s G P. Kapadia & Co., Chartered Accountants, Mumbai, being the Statutory Auditor of Grasim Industries Limited and M/s S.R. Batliboi & Co., LLP., Statutory Auditors of Aditya Birla Financial Services Limited confirming compliance with the applicable Accounting Standards in the Scheme of Arrangement	16	157-159
18	Annual Reports of: <ul style="list-style-type: none"> <li>- Aditya Birla Nuvo Limited (Transferor Company) for FY 2015-16</li> <li>- Grasim Industries Limited (Transferee Company), for FY 2014-15 and</li> <li>- Aditya Birla Financial Services Limited (Resulting Company) for FY 2015-16</li> </ul>	17	160-203
19	Rationale of the Scheme	18	204
20	An amount of ₹ 2,25,400 (net of TDS of ₹ 4,600) towards processing fee has been paid through net banking and a copy of the payment proof is attached	19	205
21	List of Directors of Grasim Industries Limited as on 16 <sup>th</sup> August 2016	20	206
21.	Name & Designation of the Contact Person Telephone Nos. (Landline & Mobile) E mail ID.  Mrs. Hutokshi Wadia President & Company Secretary Grasim Industries Limited Corporate Finance Division, Aditya Birla Centre, "A" Wing, 2 <sup>nd</sup> Floor, S.K. Ahire Marg, Worli, Mumbai-400 030  Telephone Nos.: LL : 022-66525585 Mobile: 86898 03210 E mail ID : hutokshi.wadia@adityabirla.com		



FOR GRASIM INDUSTRIES LIMITED

*Hutokshi Wadia*

HUTOKSHI WADIA  
COMPANY SECRETARY