



## Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Grasim Industries Limited	Aditya Birla Chemicals (India) Limited (ABCIL)
Date of Incorporation & details of name changes, if any	25 <sup>th</sup> August, 1947 Grasim Industries Limited was incorporated as Gwalior Rayon Silk Manufacturing (Weaving) Company Limited. The name of the Company was subsequently changed to Grasim Industries Limited with effect from 22 <sup>nd</sup> July, 1986	DoI : 20 <sup>th</sup> July 1976 As Bihar Caustic & Chemicals Ltd. Name changed on : 14 <sup>th</sup> January 2009 to Aditya Birla Chemicals (India) Limited
Registered Office	Birlagram, Nagda 456331 (M.P.)	Garhwa Road, P. O. Rehla, Dist. Palamau, Jharkhand – 822124 (India)
Brief particulars of the scheme	Scheme of Amalgamation between Aditya Birla Chemicals (India) Limited (Transferor Company) Grasim Industries Limited (Transferee Company) and their respective shareholders and creditors for amalgamation of the transferor Company with transferee Company.	
Rationale for the scheme	<p>(a) The nature of the business of the Transferor Company and the Chemical business of the Transferee Company is similar to each other. It is considered desirable to amalgamate the Transferor Company into the Transferee Company to integrate and consolidate the chemical businesses in a single entity. The combined entity will have geographically diversified manufacturing operations spread across the country. The proposed amalgamation will enable better and efficient management, control and running of the businesses to attain operational efficiencies, cost competitiveness, create synergies and will be beneficial for capitalizing on the growth opportunities to the fullest extent.</p> <p>(b) The proposed amalgamation and vesting of the Transferor Company into the Transferee Company, with effect from the Appointed Date, is in the interest of the shareholders, creditors, employees and other stakeholders, of both the companies, as it would enable a focused business approach for the maximization of benefits to all stakeholders and afford the advantages of synergies of their businesses.</p>	

(Contd. .. 2..)



**CERTIFIED TRUE COPY**  
**FOR GRASIM INDUSTRIES LIMITED**

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**COMPANY SECRETARY**

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	(c) The amalgamation of the Transferor Company with the Transferee Company will combine the business activities and operations of the Transferor Company and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the Income Tax Act, 1961, including Section 2(1B) thereof or any amendments thereto.	
Date of resolution passed by the Board of Director of the company approving the scheme	11 <sup>th</sup> February, 2015	11 <sup>th</sup> February 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	11 <sup>th</sup> February, 2015	11 <sup>th</sup> February 2015
Appointed Date	Opening business on 1 <sup>st</sup> April 2015 or such other date as may be agreed by the Transferor Company and the Transferee Company and approved by the High Court(s) or directed by or imposed by the High Court(s)	
Name of Exchanges where securities of the company are listed	BSE Ltd., Mumbai National Stock Exchange Ltd., Mumbai GDRs are listed on Luxembourg Stock Exchange	BSE Ltd., Mumbai National Stock Exchange Ltd., Mumbai
Nature of Business	Manufacturing Pulp, Viscose Staple Fibre, Chlor Alkali & Allied Chemicals	Manufacturing Chlor Alkali and allied chemicals
Capital before the scheme	<p><b>Authorised Capital</b> (as on 13<sup>th</sup> February, 2015)</p> <p>Rs. 95,00,00,000/- divided into 9,50,00,000- equity shares of Rs. 10/- each</p> <p>Rs. 1,50,00,000/- divided into 1,50,000 15% redeemable cumulative preference shares "A" Series of Rs. 100/- each</p> <p>Rs. 1,00,00,000/- divided into 1,00,000 8.57% redeemable cumulative preference shares "B" Series of Rs. 100/- each</p> <p>Rs. 3,00,00,000/- divided into 3,00,000 9.30% redeemable cumulative preference shares "C" Series of Rs. 100/- each</p>	<p><b>Authorised Capital</b> (as on 13<sup>th</sup> February, 2015)</p> <p>Rs. 24,50,00,000/- divided into 2,45,00,000- equity shares of Rs. 10/- each</p> <p>Rs. 50,00,000/- divided into 50,000 11% redeemable cumulative preference shares Rs. 100/- each</p> <p><b>Issued Subscribed and Paid-up</b></p> <p>Rs. 23,38,65,000/- divided into 2,33,86,500 equity shares of Rs. 10/- each</p>



Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
	<b>Issued Subscribed and Paid-up</b> Rs. 91,85,21,850/- divided into 9,18,52,185 equity shares of Rs. 10/- each	
No. of equity shares to be issued	1461656.25	
Cancellation of shares on account of cross holding, if any	Nil	Nil
Capital after the scheme	<b>Authorised Capital</b> (as on 13 <sup>th</sup> February, 2015) Rs. 119,50,00,000/- divided into – 11,95,00,000 equity shares of Rs. 10/- each Rs. 1,50,00,000/- divided into 1,50,000 15% redeemable cumulative preference shares “A” Series of Rs. 100/- each Rs. 1,00,00,000/- divided into 1,00,000 8.57% redeemable cumulative preference shares “B” Series of Rs. 100/- each Rs. 3,00,00,000/- divided into 3,00,000 9.30% redeemable cumulative preference shares “C” Series of Rs. 100/- each Rs. 50,00,000/- divided into 50,000 11% redeemable cumulative preference shares Rs. 100/- each <b>Issued Subscribed and Paid-up (Post Amalgamation)</b> Rs. 93,31,38,410/- divided into 9,33,13,841 equity shares of Rs. 10/- each	Not Applicable
Net Worth (31.12.2014)	(Rs. in crores)	(Rs. in crores)
Pre	11,324.93	448.41
Post	11,773.35	Not applicable
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Walker Chandiok & Co LLP 16 <sup>th</sup> Floor, Tower II, Indiabulls Finance Centre, S B Marg, Elphinstone (W), Mumbai – 400013 (India) Firm Registration no. : 001076N/N500013	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As provided in the Valuation report dt. 11.02.2015	



Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Fair value per share	Rs.3,567.1	Rs.222.3
Exchange ratio	1 (one) fully paid up equity shares of Grasim Industries Limited of face value of Rs. 10/- (Rupees ten) each for every 16 (sixteen) fully paid up equity shares of Rs. 10/- (Rupees ten) each of Aditya Birla Chemicals (India) Limited	
Name of Merchant Banker giving fairness opinion	Axis Capital Ltd.	JM Financial Institutional Securities Ltd.
Shareholding pattern	Pre	
	No. of Shares	% of holding
	No. of Shares	% of holding
Promoter	23429468	25.51
Public	55257275	60.16
Custodian	13165442	14.33
TOTAL	91852185	100.00
No of shareholders	134238	134238
Names of the Promoters	Mr. Kumar Mangalam Birla M/s Birla Group Holdings Pvt. Ltd.	Hindalco Industries Ltd. Renuka Investment & Finance Ltd. Pilani Investment And Industries Corporation Ltd.
Names of the Board of Directors	Mr. Kumar Mangalam Birla Mrs. Rajashree Birla Mr. M.L. Apte Mr. B.V. Bhargava Mr. R.C. Bhargava Mr. Cyril Shroff Dr. Thomas M. Connelly Mr. N. Mohan Raj Mr. O.P. Rungta Mr. Shailendra K. Jain Mr. K.K. Maheshwari (Managing Director) Mr. Adesh Kumar Gupta (Whole time Director & CFO)	Mr. A. K. Agarwala Mr. Biswajit Choudhuri Mr. Jagdish Chandar Chopra Mr. P. P. Sharma Mr. Girish M. Dave Mr. Lalitkumar S. Naik Mr. K. C. Jhanwar (Managing Director)
Details regarding change in management control if any	Not Applicable	

