



7. CONSIDERATION

- 7.1 Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Company into the Transferee Company, including the transfer and vesting of the Undertaking in the Transferee Company pursuant to provisions of this Scheme, the Transferee Company shall, without any further act, deed, issue and allot to each member of the Transferor Company, whose name is recorded in the register of members of the Transferor Company and whose names appear as the beneficial owners of the shares of the Transferor Company in the records of the depositories (or to such of their respective heirs, executors, administrators or other legal representatives, or successors in title as may be recognized by the Board of Directors of the Transferee Company), as on the Record Date in accordance with the terms of the Scheme and without any further application, act, deed, payment, consent or instrument, 1 (one) fully paid up equity share of Rs.10 (Rupees Ten) each of the Transferee Company each credited as fully paid up for every 16 (sixteen) fully paid up equity shares of Rs. 10 (Rupees Ten) each held by such member or his/her/its heirs, executors, administrators or successors in the Transferor Company ("New Equity Shares"). The ratio in which equity shares of the Transferee Company are to be issued and allotted to the shareholders of the Transferor Company is referred to as the "Share Exchange Ratio".
- 7.2 The New Equity Shares issued and allotted in terms of Clause 7.1 shall, in compliance with the applicable regulations, be listed and/or admitted to trading on the relevant stock exchanges in India where the equity shares of the Transferee Company are listed and admitted to trading as on the Effective Date, including the Stock Exchanges. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws or regulations for complying with the formalities of the Stock Exchanges. The New Equity Shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the relevant Stock Exchange(s). The New Equity Shares to be issued and allotted as provided in Clause 7.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and shall rank pari-passu in all respects with the then existing equity shares of the Transferee Company after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits.
- 7.3 In case any shareholder's holding in the Transferor Company is such that the shareholder becomes entitled to a fraction of an equity share of the Transferee Company, the Transferee Company shall not issue any fractional shares to such shareholder but shall consolidate such fractions and issue consolidated equity shares to a trustee nominated by the Transferee Company in that behalf, who shall hold these equity shares in trust for and on behalf of the shareholders entitled to such fractional entitlements with the express understanding that such trustee shall sell such shares at such time or times and at such price or prices to such person or persons as he/she may deem fit and shall distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders entitled to the same in proportion as their respective fractional entitlements bears to the consolidated fractional entitlements.
- 7.4 The Transferee Company shall apply for listing of the equity shares issued in terms of Clause 7.1 above on the Stock Exchanges in terms of the SEBI Circulars, upon the receipt of the order of High Court and in compliance of the SEBI Circulars.
- 7.5 Unless otherwise determined by the Board of the Transferee Company, the allotment of equity shares in terms of Clause 7.1 shall be done within the prescribed statutory period from the Effective Date.

FOR GRASIM INDUSTRIES LIMITED

[Handwritten Signature]



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

Telephone +91 22 66525000, 24995000
Fax +91 22 66525117, 24995114

CIN L17124MP1947PLC000410
E-mail grasimcfd@adityabirla.com
Website www.grasim.com



- 7.6 The equity shares to be issued pursuant to this Scheme by the Transferee Company in respect of the equity shares of Transferor Company which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 (erstwhile Section 206A of the Companies Act, 1956) or otherwise shall, pending allotment or settlement of dispute by order of High Court or otherwise, be held in abeyance by Transferee Company.
- 7.7 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of the Transferee Company at its sole discretion, shall be empowered in appropriate cases, prior to or even after the Record Date, as the case may be, to effectuate such a transfer in the Transferor Company as if such changes in registered holder were operative as on the Effective Date in order to remove any difficulties in relation to the new shares after the Scheme becomes effective and the Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of the Scheme and registration of new members in the Transferee Company on account of difficulties faced in the transition period.
- 7.8 The issue and allotment of the New Equity Shares to the shareholders of the Transferor Company as provided in this Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Section 62 of the Companies Act, 2013 and any other applicable provisions of the Act, as may be applicable, and such other statutes and regulations as may be applicable were duly complied with.
- 7.9 Upon the coming into effect of this Scheme and upon the New Equity Shares being issued and allotted as provided in this Scheme, the equity shares of the Transferor Company, both in dematerialized form and in physical form, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date. Wherever applicable, the Transferee Company may, instead of requiring the surrender of the share certificates of the Transferor Company, directly issue and dispatch the new share certificates of the Transferee Company.
- 7.10 The New Equity Shares shall be issued in dematerialized form to those equity shareholders who hold shares of the Transferor Company in dematerialized form, provided all details relating to their accounts with the depository participants are available with the Transferee Company. All those equity shareholders who hold equity shares of the Transferor Company in physical form, shall be issued New Equity Shares in physical or electronic form, at the option of such shareholders to be exercised by them on or before the Record Date, by giving a notice in writing to the Transferee Company; and if such option is not exercised by such shareholders, the New Equity Shares shall be issued to them in physical form.
- 7.11 The Transferee Company shall obtain prior approval of Appropriate Authorities before issuing New Equity Shares to nonresident shareholders of the Transferor Company, if required.



FOR GRASIM INDUSTRIES LIMITED

HUTOKSHI WADIA
COMPANY SECRETARY

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

Telephone +91 22 66525000, 24995000
Fax +91 22 66525114, 24995114

CIN L17124MP1947PLC000410
E-mail grasimcfd@adityabirla.com
Website www.grasim.com