



Ref No. GIL/CFD/SEC/21/035/SE

13th June 2020

BSE Limited
Dalal Street,
Phiroze Jeejeebhoy Towers,
Fort, Mumbai - 400 001
Scrip Code: 500300

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra- Kurla Complex,
Bandra (East), Mumbai 400051
Symbol: GRASIM

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2020

In terms of Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith the Annual Secretarial Compliance Report of Grasim Industries Limited, dated 13th June 2020, for the financial year ended 31st March 2020, issued by BNP & Associates, Practicing Company Secretaries.

This is for your information and records.

Thank you.

Yours faithfully,

For Grasim Industries Limited

HUTOKSHI Digitally signed by
HUTOKSHI
ROHINTO ROHINTON WADIA
N WADIA Date: 2020.06.13
17:53:36 +05'30'

Hutokshi Wadia

President & Company Secretary

Encl : as above

**Cc: Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg, EUROPE**

Citi Bank N.A.
Depository Receipt Services
388 Greenwich Street, 14th Floor
New York, NY 10013

Citi Bank N.A.
Custodial Services
FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

**SECRETARIAL COMPLIANCE REPORT OF GRASIM INDUSTRIES LIMITED FOR
THE YEAR ENDED 31ST MARCH 2020**

**To
The Board of Directors
Grasim Industries Limited**

We BNP & Associates have examined:

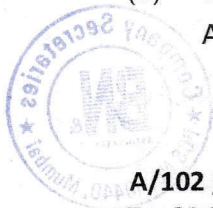
- (a) all the documents and records made available to us and explanation provided by Grasim Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("Review Period") in respect of the compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993 pertaining to the Companies Act, 2013 and dealing with client;



- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and
(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

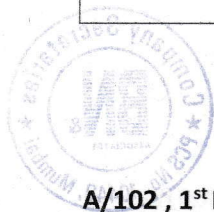
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

(e) The listed entity has complied with points 6 (A) and 6 (B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 and that they have incorporated all the terms and conditions in the respective appointment letter / supplemental letter issued to Statutory Auditors.

For BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]



B. Narasimhan
Partner

FCS No.:-1303 / CP No.:- 10440

PR No.:-637 / 2019

UDIN:- F001303B000340466

Place: Mumbai

Date: 13.06.2020