



Date: August 12, 2016

To  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers  
 Dalal Street, Fort  
 Mumbai - 400 001

**National Stock Exchange of India Limited**  
 Exchange Plaza, 5<sup>th</sup> floor,  
 Plot No. C/1, G-Block,  
 Bandra-Kurla Complex, Bandra (East)  
 Mumbai – 400 051

**Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)**

**Ref: Composite Scheme of Arrangement between Grasim Industries Limited (“GIL”) and Aditya Birla Nuvo Limited (“Company”) and Aditya Birla Financial Services Limited (“ABFSL”) and their respective shareholders and creditors u/s 391 to 394 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 (“draft Scheme”)**

**Scrip Code: BSE – 500303/ Symbol: NSE – ABIRLANUVO**

Dear Sir / Madam

This is further to our letters dated 11<sup>th</sup> August, 2016 on the above subject informing you that the Board of Directors of the Company at its meeting held on August 11, 2016, after considering the report of the Audit Committee of the Company, has considered and approved the draft Scheme.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Securities and Exchange Board of India Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015, we are furnishing herewith the details as under:

a)	Name of the entity(ies) forming part of the amalgamation/ /merger, details in brief such as size, turnover etc.,	<ol style="list-style-type: none"> <li>1. Aditya Birla Nuvo Limited (ABNL) having Total Assets of Rs. 13718.22 Crore, Net Worth of Rs. 8559.22 Crore and Turnover of Rs. 5466.45 Crore as on 31<sup>st</sup> March, 2016 (Transferor Company). It is listed on BSE &amp; NSE.</li> <li>2. Grasim Industries Limited (Grasim) having Total Assets of Rs. 16982.58 Crore, Net Worth of Rs. 12370.51 Crore and Turnover of Rs. 8979.60 Crore as on 31<sup>st</sup> March, 2016 (Transferee or Demerged Company). It is listed on BSE &amp; NSE.</li> <li>3. Aditya Birla Financial Services Limited (ABFSL) having Total Assets of Rs. 3146.32 Crore, Net Worth of Rs. 3129.71 Crore and Turnover of Rs. 7.28 Crore as on 31<sup>st</sup> March, 2016 (Resulting Company). It is unlisted.</li> </ol>
b)	Whether the transaction would fall within related	The Company, Grasim and ABFSL (the parties to the Scheme) belong to Aditya Birla conglomerate and the transaction is being



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	party transactions? If yes, whether the same is done at "arms'length"	done at arm's length.
c)	Area of business of the entity (ies)	<ol style="list-style-type: none"> <li>1. ABNL – Manufacturing of fertilizers, viscose filament yarn, chemicals, insulators, textiles, financial services and telecom.</li> <li>2. Grasim – Manufacturing of viscose staple fibre, textiles, chemicals and cement.</li> <li>3. ABFSL – Non-banking financial institution, housing finance, asset management, brokerage, wealth advisory and health insurance.</li> </ol>
d)	Rationale for amalgamation / merger	<ul style="list-style-type: none"> <li>• The Amalgamation will create one of India's largest and well diversified companies;</li> <li>• The Amalgamation will create a portfolio of manufacturing and services businesses;</li> <li>• The Amalgamation will achieve consolidation of common businesses;</li> <li>• The Amalgamation will be followed by a Demerger of the Demerged Undertaking and Listing of ABFSL, providing value unlocking for shareholders.</li> </ul>
e)	In case of cash consideration – amount or otherwise share exchange ratio;	For Amalgamation of ABNL with Grasim, each shareholder of ABNL will get 3 new equity shares of Grasim for every 10 equity shares held in ABNL.
f)	Brief details of change in shareholding pattern (if any) of listed entity	No change in shareholding pattern of ABNL consequent to its Amalgamation with Grasim because ABNL will be dissolved without winding up.

The above is for your information and record.

Thanking you

Yours faithfully

For Aditya Birla Nuvo Limited

**Ashok Malu**

**President and Company Secretary**





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

**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Mumbai – 400 001**

**The National Stock Exchange of India Limited,**  
**Exchange Plaza, 5th Floor**  
**Plot No. C/1, G-Block**  
**Bandra-Kurla Complex, Bandra (East)**  
**Mumbai – 400 051**

**Re: Composite Scheme of Arrangement**  
**Scrip Code: BSE - 500303; NSE – ABIRLANUVO**

Dear Sirs,

The Company vide its letter dated 11<sup>th</sup> August, 2016 had informed that the Board of Directors of Aditya Birla Nuvo Limited (“ABNL”), its wholly owned subsidiary Aditya Birla Financial Services Limited (“ABFSL”) and Grasim Industries Limited (“Grasim”), at their respective meetings held on 11<sup>th</sup> August 2016, approved the merger of ABNL into Grasim and the subsequent demerger and listing of the financial services business through a composite scheme of arrangement (“Scheme”).

Kindly note that the Company shall, in due course, be filing an application in the prescribed format as required under Regulation 37 of SEBI LODR along with the draft Scheme.

In relation to the said Scheme, the Company is making the following additional disclosure:

**Step 1 : Merger of Aditya Birla Nuvo Ltd. (ABNL) Into Grasim Industries Ltd. (Grasim)**

	Number of shares (in Million)
Outstanding Equity Shares of Grasim of face value of Rs. 10 each (as on 30 <sup>th</sup> June 2016) (A)	93.35
Outstanding Equity Shares of ABNL of face value of Rs. 10 each (as on 30 <sup>th</sup> June 2016) (B)	130.22
Equity Shares held by Grasim in ABNL (C)	3.35
New equity shares to be issued by Grasim to ABNL's shareholders as per the Swap ratio (3 equity shares of Grasim for every 10 equity shares of ABNL) (D = 3/10*B)	39.07
Less : Cancellation of stock to be issued in lieu of Grasim's holding in ABNL (E = 3/10*C)	1.00
New equity shares to be issued by Grasim to ABNL (F = D - E)	38.06
<b>[I] Resultant equity share base of post-merger Grasim [Face value of Rs. 10 each] (G = A + F)</b>	<b>131.41</b>





**Step 2 : De-Merger of Financial Services business into Aditya Birla Financial Services Ltd. (ABFSL)**

	Number of shares (in Million)
Outstanding Equity Shares of ABFSL of face value of Rs. 10 each (as on 30th June 2016) (H)	816.01
Add : Issue of new equity shares by ABFSL to ABNL pursuant to conversion / infusion (I)	416.23
Resultant equity shares of ABFSL post issue (J = H + I)	1,232.24
New equity shares to be issued by ABFSL to post-merger Grasim's shareholders as per the Swap ratio (7 equity shares of ABFSL for every 1 equity share of post-merger Grasim) (K = 7/1*G)	919.88
<b>[II] Resultant equity share base of ABFSL (post de-merger) [Face value of Rs. 10 each] (L = J + K)</b>	<b>2,152.12</b>

Note: Pursuant to the proposed sub division of the face value of equity shares of Grasim from Rs. 10 each to Rs. 2 each, the swap ratios will be adjusted accordingly

The above is for your information, records and reference please.

Thanking you,

Yours faithfully,

**For Aditya Birla Nuvo Limited**

Ashok Malu  
Company Secretary

