



April 6, 2017

**BSE Limited**  
**Corporate Relationship Department**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001.  
**Scrip Code: 500300**

**The Manager – Listing Department**  
**The National Stock Exchange of India Limited**  
“Exchange Plaza”, Bandra - Kurla Complex,  
Bandra (East), Mumbai 400 051.  
**Scrip Code: GRASIM**

Dear Sirs,

**Sub: Disclosure of:**

- i) combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Grasim Industries Limited (“the Company”) held on Thursday, 6<sup>th</sup> April 2017; and**
- (ii) combined Voting Result, pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 (SEBI Circular)**

**Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the Order dated 6<sup>th</sup> February 2017, as rectified vide Order dated 14<sup>th</sup> February 2017 passed by the National Company Law Tribunal, a meeting of equity shareholders of the Company was held on Thursday, 6<sup>th</sup> April 2017 at 11:00 A.M. at Grasim Staff Club, Birlagram, Nagda-456331 (M.P.).

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 the Company has provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) physical voting (electronically) at the venue of the meeting, which was held on 6<sup>th</sup> April, 2017.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through (i) postal ballot; and (ii) e-voting, to the Scheme.



(Contd. ...2..)



: 2 :

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

- a. **In terms of the Companies Act, 2013 and NCLT Order** - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report - **Annexure A**
- b. **In terms of the SEBI Circular** - voting results of the Public Shareholders, along with a separate Scrutinizer's Report, - **Annexure B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

This is for your information, please.

Thank you,

Yours faithfully,

**Hutokshi Wadia**  
**President & Company Secretary**



Cc: **Luxembourg Stock Exchange**  
**Market & Surveillance Dept.,**  
P.O. Box 165, L-2011 Luxembourg,  
Grand Duchy of Luxembourg, EUROPE  
Fax: 00352477936269 : Email: ost@bourse.lu



GRASIM INDUSTRIES LTD	
Date of the NCLT Convened Meeting	06-04-2017
Total number of shareholders on record date	152357
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	109
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	145994600	106494045	72.9438	106494045	0	100.0000	0.0000
	Poll		15489035	10.6093	15489035	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		121983080	83.5531	121983080	0	100	0
Public- Institutions	E-Voting	201330055	161554387	80.2436	149160548	12393839	92.3283	7.6716
	Poll		457000	0.2270	457000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		162011387	80.4706	149617548	12393839	92.35	7.65
Public- Non Institutions	E-Voting	119484550	27532297	23.0426	27063267	469030	98.2964	1.7035
	Poll		14060	0.0118	12380	1680	88.0512	11.9487
	Postal Ballot (if applicable)		6218860	5.2047	6198258	20602	99.6687	0.3312
	<b>Total</b>		33765217	28.2591	33273905	491312	98.5449	1.4551
<b>Total</b>		466809205	317759684	68.0706	304874533	12885151	95.9450	4.0550

For Grasim Industries Limited,

*Hutokshi Wadia*

Hutokshi Wadia

President & Company Secretary





**COMBINED SCRUTINIZER'S REPORT**

To,

**Mr. Shailendra K. Jain,**

Chairman appointed by the National Company Law Tribunal, Bench at Ahmedabad for the Meeting of the Equity Shareholders of Grasim Industries Limited pursuant to Company Application No. CA (CAA) NO. 2/230-232/NCLT/AHM/2017.

Sir,

I, Ashish Garg, Practicing Company Secretary (FCS 5181) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 6<sup>th</sup> February, 2017 as rectified vide its Order dated 14<sup>th</sup> February 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting of the Equity Shareholders (including public shareholders) of Grasim Industries Limited held at Grasim Staff Club, Birlagram, Nagda – 456331, District Ujjain, Madhya Pradesh, India on Thursday, 6<sup>th</sup> April 2017 at 11 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 15<sup>th</sup> February 2017, convening the said meeting.

**I do hereby submit my report as under:**

- (i) The Company had appointed Karvy Computershare Private Limited ("Karvy") as the Agency for providing the e-voting platform to the equity shareholders of the Company. Karvy is also the Registrar and Share Transfer Agent of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the Meeting.

(Contd. .. 2..)





- (iii) The **Cut-off date** was **Tuesday, 28<sup>th</sup> February 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through electronic voting system (through tablets) at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m.** on **Monday, 6<sup>th</sup> March 2017** and has closed at **5:00 p.m.** on **Wednesday, 5<sup>th</sup> April 2017**.
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through electronic voting system through tablets at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through electronic voting system (through tablets) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through electronic voting system (through tablets) at the meeting provided by Karvy.
- (vi) The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 28<sup>th</sup> February 2017) by Friday, 3<sup>rd</sup> March 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Hindi language in Nai Dunia, Indore edition on Saturday, 4<sup>th</sup> March 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on 5<sup>th</sup> April 2017 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 5<sup>th</sup> April 2017. I have not accepted any postal ballot form after 5.00 p.m. on 5<sup>th</sup> April 2017.
- (ix) On Thursday, 6<sup>th</sup> April 2017, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of Karvy.
- (x) On completion of the voting at the NCLT convened Meeting, Karvy provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.



- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablets) were reconciled with the records maintained by the Company and Karvy and the authorisations/proxies lodged with the Company.
- (xii) I then counted the votes cast through the postal ballots and unblocked the votes cast through the e-voting module of Karvy in the presence of two witnesses, viz., Mr. Akshay Gupta and Mrs. Vibha Agrawal, who are not in employment of the Company.
- (xiii) The Postal ballot forms and the e-voting including votes cast through electronic voting system (through tablets) done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
- (xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

**Resolution**

Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

**Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through electronic voting system (through tablets) at the venue of the meeting of Equity Shareholders.**

**(a) Votes in favor of the Resolution:**

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	Annexure No.
Postal Ballots	4,751	6,198,258	"A"
E-Voting	832	28,27,17,860	
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	90	15,958,415	
<b>Total</b>	<b>5,673</b>	<b>30,48,74,533</b>	
<b>% of total value of valid votes cast</b>		<b>95.95%</b>	
<b>% of total number of members voted</b>		<b>77.78%</b>	





(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	Annexure No.
Postal Ballots	92	20,602	"B"
E-Voting	1,521	1,28,62,869	
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	8	1,680	
<b>Total</b>	<b>1,621</b>	<b>1,28,85,151</b>	
<b>% of total value of valid votes cast</b>	<b>4.05%</b>		
<b>% of total number of members voted</b>	<b>22.22%</b>		

(c) Invalid Votes:

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*	No. of votes cast by members	Annexure No.
Postal Ballots	253	4,22,823	"C"
E-Voting	5	5,90,351	
Voting conducted through electronic voting system (through tablets) at the venue of the meeting	1	10	
<b>Total</b>	<b>259</b>	<b>10,13,184</b>	

\*No. of Members is equivalent to No. of Folios/Accounts

- Out of 112 equity shareholders present at the venue of the NCLT convened meeting of the equity shareholders –
  - 9 equity shareholder holding 90,41,881 equity shares and who attended the meeting had already cast their vote by e-voting / postal ballot and therefore were not entitled to vote at the venue of the meeting as per "Annexure D".
  - 4 equity shareholder holding 1,354 equity shares, who attended the meeting, did not cast their votes as per "Annexure E". Hence, 99 equity shareholders holding 1,59,60,105 equity shares, cast their votes at the venue of the NCLT convened meeting.
- 51 equity shareholders holding 30,17,195 equity shares had less voted 7,36,367 equity shares through e-voting and postal ballots as per "Annexure F"



- (xv) The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through electronic voting system (through tablets) at the venue of the meeting, postal ballots and e-voting process is handed over to the Chairman appointed for the meeting.
- (xvi) All relevant records of the voting conducted through electronic voting system (through tablets) at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

Membership No. FCS 5181/ CP No. 4423



*Shilendra*

Counter signed by Mrs. Hutokshi Wadia,  
Person Authorised by Mr. Shailendra K. Jain,  
Chairman appointed for the NCLT  
convened Meeting of Equity Shareholders

Place: Birlagram, Nagda

Date : 6<sup>th</sup> April 2017



GRASIM INDUSTRIES LTD	
Date of the NCLT Convened Meeting	06-04-2017
Total number of shareholders on record date	152357
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	109
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birja Financial Services Limited and their respective shareholders and creditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	145994600	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	201330055	161554387	80.2436	149160548	12393839	92.3283	7.6716
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		161554387	80.2436	149160548	12393839	92.3284	7.6716
Public- Non Institutions	E-Voting	119484550	27532297	23.0426	27063267	469030	98.2964	1.7035
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		6218860	5.2047	6198258	20602	99.6687	0.3312
	Total		33751157	28.2473	33261525	489632	98.5493	1.4507
Total		466809205	195305544	41.8384	182422073	12883471	93.4034	6.5966

For Grasim Industries Limited,

  
Hutokshi Wadia  
President & Company Secretary





Annexure 'B'

**SCRUTINIZER'S REPORT**

**Mrs. Hutokshi Wadia,**  
the Person authorized by the Chairman  
of Grasim Industries Limited  
A/2 Aditya Birla Centre, S. K. Ahire Marg,  
Worli, Mumbai 400030

Dear Madam,

I, Ashish Garg, Practicing Company Secretary (FCS 5181) have been appointed by the Board of Directors of Grasim Industries Limited (the Company) and the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT) by its Order dated 6<sup>th</sup> February 2017 as rectified vide its Order dated 14<sup>th</sup> February 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders of the Company, pursuant to Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors ("the Scheme") in terms of the Notice dated 15<sup>th</sup> February 2017.

**I do hereby submit my report as under:**

- (i) The Company had appointed Karvy Computershare Private Limited ("Karvy") as the Agency for providing the e-voting platform to the equity shareholders of the Company. Karvy is also the Registrar and Share Transfer Agent of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 30<sup>th</sup> November 2015, relating to voting done through postal ballot and e-voting .
- (iii) The **Cut-off date** was **Tuesday, 28<sup>th</sup> February 2017**, for the purpose of deciding the Public Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.
- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m.** on **Monday, 6<sup>th</sup> March 2017** and has closed at **5:00 p.m.** on **Wednesday, 5<sup>th</sup> April**



(Contd. .. 2..)



- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot and e-voting) is restricted to scrutinize the postal ballot papers and e-voting process in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in Favour or Against the resolution stated in the Notice, based on postal ballots and the reports generated from the e-voting system provided by Karvy.
- (vi) The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, etc. to the Public Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 28<sup>th</sup> February 2017) by Friday, 3<sup>rd</sup> March 2017 and has also published an advertisement in this regard, in English language in The Indian Express (All editions) and translation thereof in Hindi language in Nai Dunia, Indore edition on Saturday, 4<sup>th</sup> March 2017.
- (vii) The e-voting module was disabled and blocked by Karvy for voting on 5<sup>th</sup> April 2017 at 5.00 p.m.
- (viii) The Public Shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 5<sup>th</sup> April 2017. I have not accepted any postal ballot form after 5.00 p.m. on 5<sup>th</sup> April 2017.
- (ix) The voting done through postal ballot and e-voting were reconciled with the records maintained by the Company and Karvy and the authorizations lodged with the Company.
- (x) The Postal ballot forms and e-voting done, which were incomplete and/or which were otherwise found defective have been treated as invalid.
- (xi) The consolidated result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

### **Resolution**

Approval of the Composite Scheme of Arrangement between Aditya Birla Nuvo Limited and Grasim Industries Limited and Aditya Birla Financial Services Limited and their respective shareholders and creditors.

### **Consolidated Report on result of voting through Postal Ballot and E-voting by Public Shareholders**

#### **(a) Votes in favor of the Resolution**

<b>Manner of Voting</b>	<b>Number of members voted*</b>	<b>No. of votes cast by members</b>	<b>% of total number of votes cast</b>
Postal Ballots	4,751	6,198,258	99.6687
E-Voting	810	17,62,23,815	93.1974
<b>Total</b>	<b>5,561</b>	<b>18,24,22,073</b>	<b>93.4034</b>



(b) Votes against the Resolution

Manner of Voting	Number of members voted*	No. of votes cast by members	% of total number of valid votes cast
Postal Ballots	92	20,602	0.3313
E-Voting	1,521	1,28,62,869	6.8026
<b>Total</b>	<b>1,613</b>	<b>1,28,83,471</b>	<b>6.5966</b>

(c) Invalid Votes

Manner of Voting	Total Number of members (whose votes were declared invalid)	No. of votes cast by members
Postal Ballots	253	4,22,823
E-Voting	5	5,90,351
<b>Total</b>	<b>258</b>	<b>10,13,174</b>

\*No. of members is equivalent to No. of Folios/Accounts

- (xii) The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through postal ballot and e-voting process, is handed over to the Company Secretary of the Company.
- (xiii) All relevant records of postal ballot and electronic data files related to e-voting handed over to Mrs. Hutokshi Wadia, the person authorized by the Chairman of the Company for safe keeping.

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

Membership No. FCS 5181/ CP No. 4423

Counter signed by

Mrs. Hutokshi Wadia

Person authorized by the Chairman of the Company

Place: Birlagram, Nagda

Date : 6<sup>th</sup> April 2017



*Hutokshi Wadia*