



September 8, 2014

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 Voting Results of the 67th Annual General Meeting of the Company held on Saturday, 6th September, 2014, as per requirements of Clause 35A of the Listing Agreement.

The 67th Annual General Meeting (AGM) of the Company was held on Saturday, 6th September, 2014 at 11.30 A.M. at Grasim Staff Club, Birlagram, Nagda-456331 (M.P.).

As per clause 35A of the Listing Agreement, the details regarding the voting results of the business transacted at the AGM is as under:

Details of Voting Results

| | | |
|--|---------------------------------------|-----------------|
| Date of the AGM | 6th September, 2014 | |
| Total number of shareholders on record date: (11 th July, 2014 – cut-off date for e-voting) | 1,38,787 | |
| No. of shareholders present in the meeting either in person or through proxy: | | |
| | In Person | In Proxy |
| Promoter and Promoter Group: | - | 2 |
| Public: | 60 | - |
| No. of Shareholders attended the meeting through Video Conferencing: Not applicable | | |
| Promoter and Promoter Group: | N.A. | |
| Public: | N.A. | |

(Contd. .. 2..)



Agenda-wise

Given below is the agenda wise combined result of e-voting, ballots received through post and physical poll conducted at the meeting.

Resolution No. 1

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014, and the Reports of the Board of Directors and Auditors' thereon. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28062081 | 78.74 | 28062081 | 0 | 100.00 | 0.00 |
| Public-Others | 32765614 | 847164 | 2.59 | 847055 | 109 | 99.99 | 0.01 |
| Total | 91834338 | 52338713 | 56.99 | 52338604 | 109 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 2:

Declaration of Dividend on equity shares. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public-Others | 32765614 | 847237 | 2.59 | 847137 | 100 | 99.99 | 0.01 |
| Total | 91834338 | 53095525 | 57.82 | 53095425 | 100 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 3:

Appointment of Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 23830169 | 4988651 | 82.69 | 17.31 |
| Public-Others | 32765614 | 847232 | 2.59 | 846961 | 271 | 99.97 | 0.03 |
| Total | 91834338 | 53095520 | 57.82 | 48106598 | 4988922 | 90.60 | 9.40 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 4:

Appointment of Director in place of Mr. D. D. Rathi (DIN: 00012575) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 25003573 | 3815247 | 86.76 | 13.24 |
| Public-Others | 32765614 | 847233 | 2.59 | 846769 | 464 | 99.95 | 0.05 |
| Total | 91834338 | 53095521 | 57.82 | 49279810 | 3815711 | 92.81 | 7.19 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 5:

Re- appointment of M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28115577 | 78.89 | 27738465 | 377112 | 98.66 | 1.34 |
| Public- Others | 32765614 | 847237 | 2.59 | 846869 | 368 | 99.96 | 0.04 |
| Total | 91834338 | 52392282 | 57.05 | 52014802 | 377480 | 99.28 | 0.72 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 6:

Re-appointment of M/s. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior (Registration No. 000112C) as the Branch Auditors of the Company. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public- Others | 32765614 | 847227 | 2.59 | 846824 | 403 | 99.95 | 0.05 |
| Total | 91834338 | 53095515 | 57.82 | 53095112 | 403 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 7:**Appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director of the Company.(Ordinary Resolution)**

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28148349 | 78.98 | 27212891 | 935458 | 96.68 | 3.32 |
| Public-Others | 32765614 | 847192 | 2.59 | 846928 | 264 | 99.97 | 0.03 |
| Total | 91834338 | 52425009 | 57.09 | 51489287 | 935722 | 98.22 | 1.78 |

*Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.***Resolution No. 8:****Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the Company. (Ordinary Resolution)**

| Promoter/ Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28148349 | 78.98 | 27635838 | 512511 | 98.18 | 1.82 |
| Public-Others | 32765614 | 847217 | 2.59 | 846903 | 314 | 99.96 | 0.04 |
| Total | 91834338 | 52425034 | 57.09 | 51912209 | 512825 | 99.02 | 0.98 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 9:

Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director of the Company. (Ordinary Resolution)

| Promoter/ Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public- Others | 32765614 | 847237 | 2.59 | 846866 | 371 | 99.96 | 0.04 |
| Total | 91834338 | 53095525 | 57.82 | 53095154 | 371 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 10:

Appointment of Mr. M. L. Apte (DIN: 00003656) as an Independent Director of the Company. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28148349 | 78.98 | 27202710 | 945639 | 96.64 | 3.36 |
| Public- Others | 32765614 | 847190 | 2.59 | 846804 | 386 | 99.95 | 0.05 |
| Total | 91834338 | 52425007 | 57.09 | 51478982 | 946025 | 98.20 | 1.80 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 11:

Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of the Company. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28148349 | 78.98 | 27117300 | 1031049 | 96.34 | 3.66 |
| Public-Others | 32765614 | 847210 | 2.59 | 846830 | 380 | 99.96 | 0.04 |
| Total | 91834338 | 52425027 | 57.09 | 51393598 | 1031429 | 98.03 | 1.97 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 12:

Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as Whole Time Director of the Company and fixing his remuneration. (Special Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28779091 | 39729 | 99.86 | 0.14 |
| Public-Others | 32765614 | 847135 | 2.59 | 846652 | 483 | 99.94 | 0.06 |
| Total | 91834338 | 53095423 | 57.82 | 53055211 | 40212 | 99.92 | 0.08 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 13:

Approval of remuneration to be paid to Cost Auditor, M/s R. Nanabhoy & Co., Cost Accountant, Mumbai (Registration No. 7464) for FY 2014-15. (Ordinary Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public-Others | 32765614 | 847135 | 2.59 | 846796 | 339 | 99.96 | 0.04 |
| Total | 91834338 | 53095423 | 57.82 | 53095084 | 339 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 14:

Approval of Borrowing Limits of the Company under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013. (Special Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public-Others | 32765614 | 847172 | 2.59 | 846965 | 207 | 99.98 | 0.02 |
| Total | 91834338 | 53095460 | 57.82 | 53095253 | 207 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.



Resolution No. 15:

Approval for Creation of charge(s) pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013. (Special Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28818820 | 80.86 | 28818820 | 0 | 100.00 | 0.00 |
| Public-Others | 32765614 | 847142 | 2.59 | 846939 | 203 | 99.98 | 0.02 |
| Total | 91834338 | 53095430 | 57.82 | 53095227 | 203 | 100.00 | 0.00 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

Resolution No. 16:

Approval and adoption of Articles of Association of the Company. (Special Resolution)

| Promoter /Public | 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 | 23429468 | 23429468 | 100.00 | 23429468 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 35639256 | 28770073 | 80.73 | 28552812 | 217261 | 99.24 | 0.76 |
| Public-Others | 32765614 | 847006 | 2.59 | 846807 | 199 | 99.98 | 0.02 |
| Total | 91834338 | 53046547 | 57.76 | 52829087 | 217460 | 99.59 | 0.41 |

Note: Poll paper of 1 member for 43 shares was declared as invalid by the Scrutinizer.

All the aforesaid resolutions are passed with requisite majority.

We are also sending herewith a copy each of the Report of the Scrutinizer dated 6th September, 2014 in respect of e-Voting, Ballot Forms and Poll.

This is for your information, please.

Yours very truly,


Ashok Malu
Company Secretary

Encl. a.a.



Ashish Garg

Practicing Company Secretary

107, Gold Arcade, 3/1, New Palasia,
Indore (MP), India - 452003
Mobile : +91 98260 42902
Phone : +91 731 2535841
E-mail : ashishgargcs@gmail.com

Scrutinizer's Report-Combined

To,
The Chairman,
Grasim Industries Limited,
Birlagram, Nagda
Ujjain (M.P.) 456331

Dear Sir,

1. I, **Ashish Garg, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

- (i) The Board of Directors of Grasim Industries Limited (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014 and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 67th AGM of the members of the Company held on Saturday, 6th September, 2014
- (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 67th AGM of the members of the Company held on Saturday, 6th September, 2014 at 11.30 a.m. at the Registered office of the Company at Birlagram, Nagda, Ujjain (M.P.) 456331.

2. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rule relation to E-voting, ballot and Poll on the resolutions contained in the Notice to the 67th Annual General Meeting (AGM) of the members of the Company. My responsibilities as scrutinizer for E-voting process, ballot and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated above based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL"), Ballot based on the physical ballot forms received from the shareholders and at the time of Poll at AGM.



I have issued separate Scrutinizer's Report dated 6th September, 2014 on the E-voting, ballot and on the Poll on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting, ballot and Poll as under-

Item No. 1-Ordinary Resolution

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014, and the Reports of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of resolution:

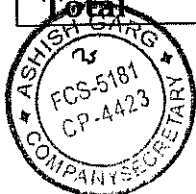
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 323 | 52154482 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Poll | 35 | 162234 | -- |
| Total | 370 | 52338604 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 2 | 9 | -- |
| Physical Ballots | 0 | 0 | -- |
| Poll | 2 | 100 | -- |
| Total | 4 | 109 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 2- Ordinary Resolution

Declaration of Dividend on equity shares

(i) Voted in favour of resolution:

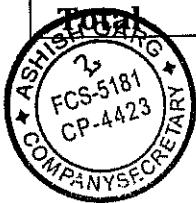
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 344 | 52911303 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Poll | 35 | 162234 | -- |
| Total | 391 | 53095425 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 0 | 0 | -- |
| Physical Ballots | 0 | 0 | -- |
| Poll | 2 | 100 | -- |
| Total | 2 | 100 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 3-Ordinary Resolution

Appointment of Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of resolution:

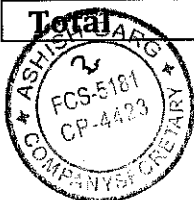
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 220 | 47943591 | -- |
| Physical Ballots | 9 | 773 | -- |
| Poll | 35 | 162234 | -- |
| Total | 264 | 48106598 | 90.60% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 123 | 4967707 | -- |
| Physical Ballots | 3 | 21115 | -- |
| Poll | 2 | 100 | -- |
| Total | 128 | 4988922 | 9.40% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 4-Ordinary Resolution

Appointment of Director in place of Mr. D. D. Rathi (DIN: 00012575) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

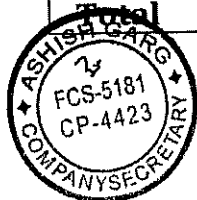
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 244 | 49115626 | -- |
| Physical Ballots | 9 | 1950 | -- |
| Poll | 35 | 162234 | -- |
| Total | 288 | 49279810 | 92.81% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 99 | 3795673 | -- |
| Physical Ballots | 3 | 19938 | -- |
| Poll | 2 | 100 | -- |
| Total | 104 | 3815711 | 7.19% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 5-Ordinary Resolution

Re- appointment of M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company.

(i) Voted in favour of resolution:

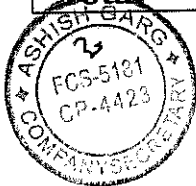
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 304 | 51830730 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 350 | 52014802 | 99.28% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 19 | 377330 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 22 | 377480 | 0.72% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 6- Ordinary Resolution

**Re-appointment of M/s. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior
(Registration No. 000112C) as the Branch Auditors of the Company.**

(i) Voted in favour of resolution:

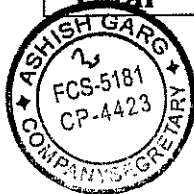
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|----------------------------------|--|
| E-voting | 337 | 52911040 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 383 | 53095112 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|----------------------------------|--|
| E-voting | 6 | 253 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 9 | 403 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|--|--|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 7- Ordinary Resolution

Appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director of the Company.

(i) Voted in favour of resolution:

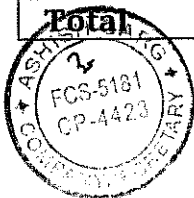
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 285 | 51305165 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Poll | 35 | 162234 | -- |
| Total | 332 | 51489287 | 98.22% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 40 | 935622 | -- |
| Physical Ballots | 0 | 0 | -- |
| Poll | 2 | 100 | -- |
| Total | 42 | 935722 | 1.78% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 8- Ordinary Resolution

Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the Company.

(i) Voted in favour of resolution:

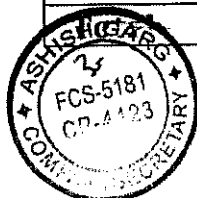
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 293 | 51728137 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 339 | 51912209 | 99.02% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 33 | 512675 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 36 | 512825 | 0.98% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| | 1 | 43 |



Item No. 9- Ordinary Resolution

Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911082 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 383 | 53095154 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 7 | 221 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 10 | 371 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 10- Ordinary Resolution**Appointment of Mr. M. L. Apte (DIN: 00003656) as an Independent Director of the Company.**

(i) Voted in favour of resolution:

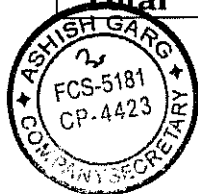
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 286 | 51294910 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 332 | 51478982 | 98.20% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 39 | 945875 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 42 | 946025 | 1.80% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 11- Ordinary Resolution

Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 281 | 51209526 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 327 | 51393598 | 98.03% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 45 | 1031279 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 48 | 1031429 | 1.97% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 12-Special Resolution

Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as Whole Time Director of the Company and fixing his remuneration

(i) Voted in favour of resolution:

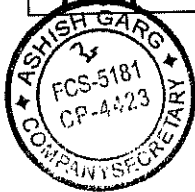
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 330 | 52871139 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 376 | 53055211 | 99.92% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 11 | 40062 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 14 | 40212 | 0.08% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 13- Ordinary Resolution

Approval of remuneration to be paid to Cost Auditor, M/s R. Nanabhoy & Co., Cost Accountant, Mumbai (Registration No. 7464) for FY 2014-15.

(i) Voted in favour of resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 333 | 52911012 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 379 | 53095084 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 7 | 189 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 10 | 339 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 14-Special Resolution

Approval of Borrowing Limits of the Company under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of resolution:

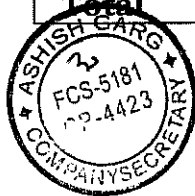
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911181 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 383 | 53095253 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 6 | 57 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 9 | 207 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 15-Special Resolution**Approval for Creation of charge(s) pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013.**

(i) Voted in favour of resolution:

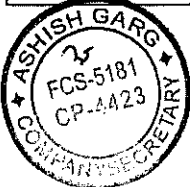
| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911155 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 383 | 53095227 | 100% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 5 | 53 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 8 | 203 | 0% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |



Item No. 16- Special Resolution

Approval and adoption of Articles of Association of the Company

(i) Voted in favour of resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 322 | 52645015 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Poll | 35 | 162234 | -- |
| Total | 368 | 52829087 | 99.59% |

(ii) Voted against the resolution:

| | Number of Members voted through e-voting system and through physical Ballots and through Poll | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|---|-------------------------------|---------------------------------------|
| E-voting | 13 | 217310 | -- |
| Physical Ballots | 1 | 50 | -- |
| Poll | 2 | 100 | -- |
| Total | 16 | 217460 | 0.41% |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Poll | 1 | 43 |
| Total | 1 | 43 |

Conclusion: All the 16 (Sixteen) Resolutions stands passed under e-voting and ballot combined with poll at the Annual General Meeting with requisite majority.

Thanking you,
Yours Faithfully,

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP: 4423

Place: Nagda

Date: 06.09.2014



Ashish Garg

Practicing Company Secretary

107, Gold Arcade, 3/1, New Palasia,
Indore (MP), India - 452003
Mobile : +91 98260 42902
Phone : +91 731 2535841
E-mail : ashishgargcs@gmail.com

To,
The Chairman,
Grasim Industries Limited,
Birlagram, Nagda
Ujjain (M.P.) 456331

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 and physical ballot forms received from the shareholders who do not have access to e-voting.

I, Ashish Garg, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Grasim Industries Ltd ("the Company") vide resolution dated 2ND May, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 67th Annual General Meeting of the Company to be held on 6th September, 2014.

The Notice dated 21st July, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out materials facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 6th September, 2014.

The Company has availed E-voting facility offered by National Securities Depository Limited ("NSDL") for conducting E-voting by the shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The Shareholders of the Company holding shares as on the e "Cut Off" date of 11th July, 2014 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 16 in Notice of 67th AGM of the Company Grasim Industries Ltd.

The voting period for E-voting commenced on Monday, 1st September, 2014 at 9.00 a.m. and ends on Wednesday 3rd September, 2014 at 5.00 p.m. and the NDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, who were not in the employment of the Company. Votes cast through physical ballot forms received upto September 3, 2014 were considered



I. Resolution No.1: Ordinary Resolution

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014, and the Reports of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of resolution:

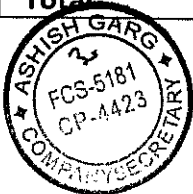
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 323 | 52154482 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Total | 335 | 52176370 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 2 | 9 | -- |
| Physical Ballots | 0 | 0 | -- |
| Total | 2 | 9 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



II. Resolution No.2: Ordinary Resolution

Declaration of Dividend on equity shares

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 344 | 52911303 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Total | 356 | 52933191 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 0 | 0 | -- |
| Physical Ballots | 0 | 0 | -- |
| Total | 0 | 0 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



III. Resolution No.3: Ordinary Resolution

Appointment of Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of resolution:

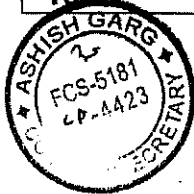
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 220 | 47943591 | -- |
| Physical Ballots | 9 | 773 | -- |
| Total | 229 | 47944364 | 90.58 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 123 | 4967707 | -- |
| Physical Ballots | 3 | 21115 | -- |
| Total | 126 | 4988822 | 9.42 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



IV. Resolution No.4: Ordinary Resolution

Appointment of Director in place of Mr. D. D. Rathi (DIN: 00012575) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 244 | 49115626 | -- |
| Physical Ballots | 9 | 1950 | -- |
| Total | 253 | 49117576 | 92.79 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 99 | 3795673 | -- |
| Physical Ballots | 3 | 19938 | -- |
| Total | 102 | 3815611 | 7.21 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



V. Resolution No.5: Ordinary Resolution

Re- appointment of M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 304 | 51830730 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 315 | 51852568 | 99.28 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 19 | 377330 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 20 | 377380 | 0.72 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



VI. Resolution No.6: Ordinary Resolution

Re-appointment of M/s. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior (Registration No. 000112C) as the Branch Auditors of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911040 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 348 | 52932878 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 6 | 253 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 7 | 303 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



VII. Resolution No.7: Ordinary Resolution

Appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 285 | 51305165 | -- |
| Physical Ballots | 12 | 21888 | -- |
| Total | 297 | 51327053 | 98.21 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 40 | 935622 | -- |
| Physical Ballots | 0 | 0 | -- |
| Total | 40 | 935622 | 1.79 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



VIII. Resolution No.8: Ordinary Resolution

Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the Company.

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 293 | 51728137 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 304 | 51749975 | 99.02 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 33 | 512675 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 34 | 512725 | 0.98 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



IX. Resolution No.9: Ordinary Resolution

Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director of the Company.

(i) Voted in favour of resolution:

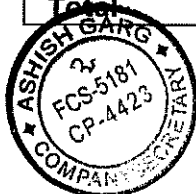
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911082 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 348 | 52932920 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 7 | 221 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 8 | 271 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



X. Resolution No.10: Ordinary Resolution

Appointment of Mr. M. L. Apte (DIN: 00003656) as an Independent Director of the Company.

(i) Voted in favour of resolution:

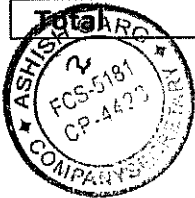
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 286 | 51294910 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 297 | 51316748 | 98.19 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 39 | 945875 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 40 | 945925 | 1.81 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XI. Resolution No.11: Ordinary Resolution

Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of the Company.

(i) Voted in favour of resolution:

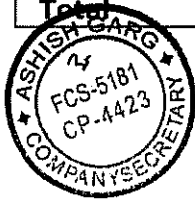
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 281 | 51209526 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 292 | 51231364 | 98.03 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 45 | 1031279 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 46 | 1031329 | 1.97 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XII. Resolution No.12: Special Resolution

Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as Whole Time Director of the Company and fixing his remuneration

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 330 | 52871139 | --- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 341 | 52892977 | 99.92 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 11 | 40062 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 12 | 40112 | 0.08 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XIII. Resolution No.13: Ordinary Resolution

Approval of remuneration to be paid to Cost Auditor, M/s R. Nanabhoy & Co., Cost Accountant, Mumbai (Registration No. 7464) for FY 2014-15.

(i) Voted in favour of resolution:

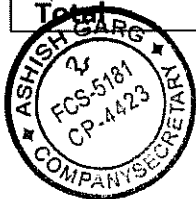
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 333 | 52911012 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 344 | 52932850 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 7 | 189 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 8 | 239 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XIV. Resolution No.14: Special Resolution

Approval of Borrowing Limits of the Company under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of resolution:

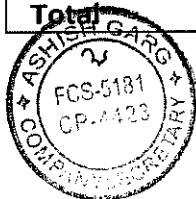
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911181 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 348 | 52933019 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 6 | 57 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 7 | 107 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XV. Resolution No.15: Special Resolution

Approval for Creation of charge(s) pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of resolution:

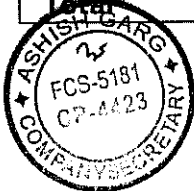
| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 337 | 52911155 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 348 | 52932993 | 100 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 5 | 53 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 6 | 103 | 0 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |



XVI. Resolution No.16: Special Resolution

Approval and adoption of Articles of Association of the Company

(i) Voted in favour of resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 322 | 52645015 | -- |
| Physical Ballots | 11 | 21838 | -- |
| Total | 333 | 52666853 | 99.59 |

(ii) Voted against the resolution:

| | Number of Members voted through electronic system and physical Ballots | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------|--|-------------------------------|---------------------------------------|
| E-voting | 13 | 217310 | -- |
| Physical Ballots | 1 | 50 | -- |
| Total | 14 | 217360 | 0.41 |

(iii) Invalid Votes

| | Total number of Members whose votes were declared invalid | Total number of Votes cast (Shares) |
|------------------|---|-------------------------------------|
| E-voting | 0 | 0 |
| Physical Ballots | 0 | 0 |
| Total | 0 | 0 |

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP:4423

Place: Nagda

Date: 06.09.2014



e-Voting

User Profile

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- View Evoting Results
- View/Modify Evoting Cycle
- Download Custodian Resolution File

Update Contact Details

News

View/Authorize e-Voting Results

ISIN Name : **GRASIM INDUSTRIES LIMITED EQ**

: 100593

ISIN : INE047A01013

Resolution File : [Download File](#)

Logo File : [Download File](#)

Record Date : 2014-07-11

Voting Start Date : 2014-09-01

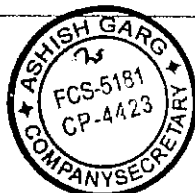
Voting End Date : 2014-09-03

Voting Result Date : 2014-09-08

Resolution : **Adoption of the Audited Balance Sheet as at 31st March 2014**

Description : Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of

| | |
|--|--------------|
| I/We assent to the resolution(For/Yes/ Favour) | 52154482.000 |
| I/We dissent to the resolution(Against/No) | 9.000 |



Resolution : Declaration of Dividend on equity shares.

Description : Declaration of Dividend on equity shares.

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911303.000 |
| I/We dissent to the resolution (Against/ No) | 0.000 |

Resolution : Appointment of Director In place of Mrs. Rajashree Birla

Description : Appointment of Director in place of Mrs. Rajashree Birla (DIN : 00022995) who retire

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 47943591.000 |
| I/We dissent to the resolution (Against/ No) | 4967707.000 |

Resolution : Appointment of Director In place of Mr. D. D. Rathl

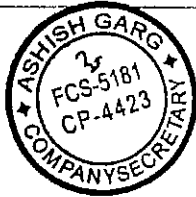
Description : Appointment of Director in place of Mr. D. D. Rathl (DIN: 00012575) who retires by r

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 49115626.000 |
| I/We dissent to the resolution (Against/ No) | 3795673.000 |

Resolution : Re appointment of Messers G.P. Kapadia and Co. and Messers Deloitte Haskins and Sells LLP Chartered

Description : Re- appointment of Ms. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Regla

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 51830730.000 |
| I/We dissent to the resolution (Against/ No) | 377330.000 |



Resolution : **Re appointment of Messers Vidyarthi and Sons Chartered Accountants Lashkar Gwallor**

Description : Re-appointment of Ms. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwallor

| |
|--|
| |
|--|

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911040.000 |
| I/We dissent to the resolution (Against/ No) | 253.000 |

Resolution : **Appointment of Mr. Cyril Shroff**

Description : Appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director of the

| |
|--|
| |
|--|

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 51305165.000 |
| I/We dissent to the resolution (Against/ No) | 935622.000 |

Resolution : **Appointment of Mr. B. V. Bhargava**

Description : Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the

| |
|--|
| |
|--|

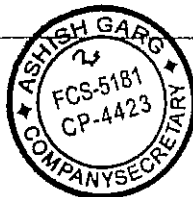
| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 51728137.000 |
| I/We dissent to the resolution (Against/ No) | 512675.000 |

Resolution : **Appointment of Dr. Thomas M Connelly**

Description : Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director

| |
|--|
| |
|--|

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911082.000 |
| I/We dissent to the resolution (Against/ No) | 221.000 |



Resolution : Appointment of Mr. M. L. Apte

Description : Appointment of Mr. M. L. Apte (DIN: 00003656) as an Independent Director of the Co

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 51294910.000 |
| I/We dissent to the resolution (Against/ No) | 945875.000 |

Resolution : Appointment of Mr. R. C. Bhargava

Description : Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of t

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 51209526.000 |
| I/We dissent to the resolution (Against/ No) | 1031279.000 |

Resolution : Appointment of Mr. Adesh Kumar Gupta

Description : Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as Whole Time Director of

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52871139.000 |
| I/We dissent to the resolution (Against/ No) | 40062.000 |

Resolution : Approval of remuneration to be paid to Cost Auditor

Description : Approval of remuneration to be paid to Cost Auditor, M/s R. Nanabhoy & Co., Cost A

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911012.000 |
| I/We dissent to the resolution (Against/ No) | 189.000 |



Resolution : Approval of Borrowing Limits of the Company

Description : Approval of Borrowing Limits of the Company under Section 180(1)(c) and any other

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911181.000 |
| I/We dissent to the resolution (Against/ No) | 57.000 |

Resolution : Approval for Creation of charges

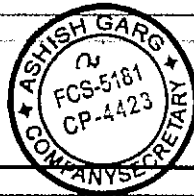
Description : Approval for Creation of charge(s) pursuant to Section 180(1)(a) and any other ap

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52911155.000 |
| I/We dissent to the resolution (Against/ No) | 53.000 |

Resolution : Approval and adoption of Articles of Association

Description : Approval and adoption of Articles of Association of the Company

| | |
|--|--------------|
| I/We assent to the resolution (For/ Yes/ Favour) | 52645015.000 |
| I/We dissent to the resolution (Against/ No) | 217310.000 |



Ashish Garg

Practicing Company Secretary

107, Gold Arcade, 3/1, New Palasia,
Indore (MP), India - 452003
Mobile : +91 98260 42902
Phone : +91 731 2535841
E-mail : ashishgargcs@gmail.com

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Grasim Industries Limited,
Birlagram, Nagda
Ujjain (M.P.) 456331

The Sixty Seventh Annual General Meeting of the members of Grasim Industries Ltd (the Company) to be held on Saturday, 6th September, 2014 at 11.30 a.m. at the Registered office of the Company at Birlagram, Nagda, Ujjain (M.P.) 456331

Dear Sir,

I, **Ashish Garg, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 67th Annual General Meeting of the Shareholders of Grasim Industries Ltd held on Saturday, 6th September, 2014 at 11.30 a.m. at the Registered office of the Company at Birlagram, Nagda, Ujjain (M.P.) 456331, submit our report as under:

1. After the time fixed for closing of poll by the Chairman, Two ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Item No. 1-Ordinary Resolution

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the financial year ended 31st March, 2014, and the Reports of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of resolution:

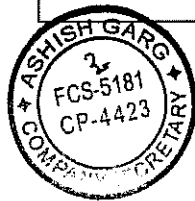
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 2- Ordinary Resolution

Declaration of Dividend on equity shares

(i) Voted in favour of resolution:

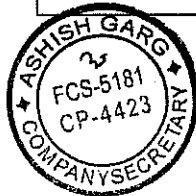
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 3-Ordinary Resolution

Appointment of Director in place of Mrs. Rajashree Birla (DIN: 00022995) who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in favour of resolution:

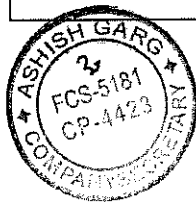
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 4-Ordinary Resolution

Appointment of Director in place of Mr. D. D. Rathi (DIN: 00012575) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 5-Ordinary Resolution

Re- appointment of M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company.

(i) Voted in favour of resolution:

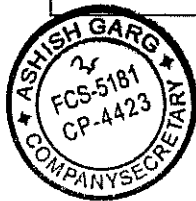
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 6- Ordinary Resolution

Re-appointment of M/s. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior (Registration No. 000112C) as the Branch Auditors of the Company.

(i) Voted in favour of resolution:

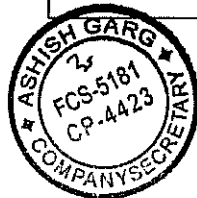
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 7- Ordinary Resolution

Appointment of Mr. Cyril Shroff (DIN: 00018979) as an Independent Director of the Company.

(i) Voted in favour of resolution:

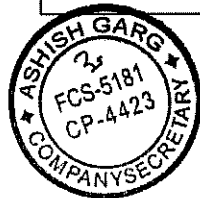
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 8- Ordinary Resolution

Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the Company.

(i) Voted in favour of resolution:

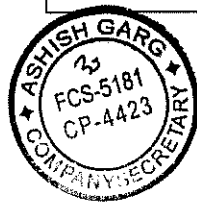
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 9- Ordinary Resolution

Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director of the Company.

(i) Voted in favour of resolution:

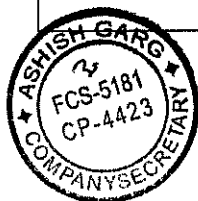
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 10- Ordinary Resolution

Appointment of Mr. M. L. Apte (DIN: 00003656) as an Independent Director of the Company.

(i) Voted in favour of resolution:

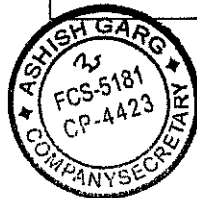
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 11- Ordinary Resolution

Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of the Company.

(i) Voted in favour of resolution:

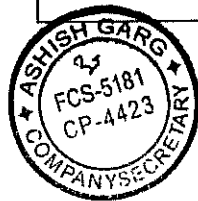
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 12-Special Resolution

Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403) as Whole Time Director of the Company and fixing his remuneration

(i) Voted in favour of resolution:

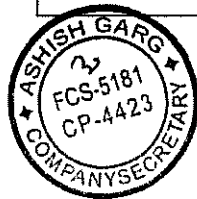
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 13- Ordinary Resolution

Approval of remuneration to be paid to Cost Auditor, M/s R. Nanabhoy & Co., Cost Accountant, Mumbai (Registration No. 7464) for FY 2014-15.

(i) Voted in favour of resolution:

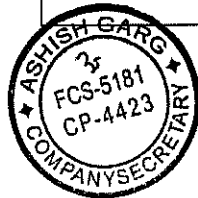
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 14-Special Resolution

Approval of Borrowing Limits of the Company under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of resolution:

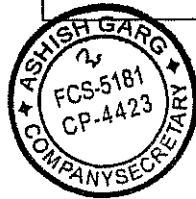
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 15-Special Resolution

Approval for Creation of charge(s) pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013.

(i) Voted in favour of resolution:

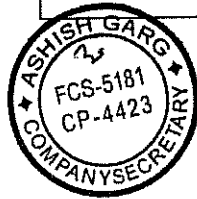
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |



Item No. 16- Special Resolution

Approval and adoption of Articles of Association of the Company

(i) Voted in favour of resolution:

| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 35 | 162234 | 99.94 |

(ii) Voted against the resolution:

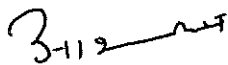
| Number of Members present and voting (in person or proxy) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|---|---------------------------------------|---------------------------------------|
| 2 | 100 | 0.06 |

(iii) Invalid Votes

| Total number of members present and voting (in person or proxy) whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| 1 | 43 |

5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours Faithfully,



Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP: 4423

Place: Nagda Date: 06.09.2014

