

Ashish Garg

Practicing Company Secretary

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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 used 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

