



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 67<sup>th</sup> Annual General Meeting of the Company held on Saturday, 6<sup>th</sup> September, 2014, as per requirements of Clause 35A of the Listing Agreement.**

The 67<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Saturday, 6<sup>th</sup> 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**

<b>Date of the AGM</b>	<b>6<sup>th</sup> September, 2014</b>	
<b>Total number of shareholders on record date: (11<sup>th</sup> July, 2014 – cut-off date for e-voting)</b>	<b>1,38,787</b>	
<b>No. of shareholders present in the meeting either in person or through proxy:</b>		
	<b>In Person</b>	<b>In Proxy</b>
Promoter and Promoter Group:	-	2
Public:	60	-
<b>No. of Shareholders attended the meeting through Video Conferencing: Not applicable</b>		
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
<b>Total</b>	<b>91834338</b>	<b>52338713</b>	<b>56.99</b>	<b>52338604</b>	<b>109</b>	<b>100.00</b>	<b>0.00</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095525</b>	<b>57.82</b>	<b>53095425</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095520</b>	<b>57.82</b>	<b>48106598</b>	<b>4988922</b>	<b>90.60</b>	<b>9.40</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095521</b>	<b>57.82</b>	<b>49279810</b>	<b>3815711</b>	<b>92.81</b>	<b>7.19</b>

*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
<b>Total</b>	<b>91834338</b>	<b>52392282</b>	<b>57.05</b>	<b>52014802</b>	<b>377480</b>	<b>99.28</b>	<b>0.72</b>

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
<b>Total</b>	<b>91834338</b>	<b>53095515</b>	<b>57.82</b>	<b>53095112</b>	<b>403</b>	<b>100.00</b>	<b>0.00</b>

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
<b>Total</b>	<b>91834338</b>	<b>52425009</b>	<b>57.09</b>	<b>51489287</b>	<b>935722</b>	<b>98.22</b>	<b>1.78</b>

*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
<b>Total</b>	<b>91834338</b>	<b>52425034</b>	<b>57.09</b>	<b>51912209</b>	<b>512825</b>	<b>99.02</b>	<b>0.98</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095525</b>	<b>57.82</b>	<b>53095154</b>	<b>371</b>	<b>100.00</b>	<b>0.00</b>

*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
<b>Total</b>	<b>91834338</b>	<b>52425007</b>	<b>57.09</b>	<b>51478982</b>	<b>946025</b>	<b>98.20</b>	<b>1.80</b>

*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
<b>Total</b>	<b>91834338</b>	<b>52425027</b>	<b>57.09</b>	<b>51393598</b>	<b>1031429</b>	<b>98.03</b>	<b>1.97</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095423</b>	<b>57.82</b>	<b>53055211</b>	<b>40212</b>	<b>99.92</b>	<b>0.08</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095423</b>	<b>57.82</b>	<b>53095084</b>	<b>339</b>	<b>100.00</b>	<b>0.00</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095460</b>	<b>57.82</b>	<b>53095253</b>	<b>207</b>	<b>100.00</b>	<b>0.00</b>

*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
<b>Total</b>	<b>91834338</b>	<b>53095430</b>	<b>57.82</b>	<b>53095227</b>	<b>203</b>	<b>100.00</b>	<b>0.00</b>

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
<b>Total</b>	<b>91834338</b>	<b>53046547</b>	<b>57.76</b>	<b>52829087</b>	<b>217460</b>	<b>99.59</b>	<b>0.41</b>

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 6<sup>th</sup> September, 2014 in respect of e-Voting, Ballot Forms and Poll.

This is for your information, please.

Yours very truly,

  
Ashok Malu  
Company Secretary

Eul.a.a.

