



Voting Results of the 67th Annual General Meeting of the Company held on 6th September, 2014

- 1. 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 March 31, 2014, and the Reports of the Board of Directors and Auditors thereon**

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52154482	100.00	9	0.00	0	0.00	52154491
Ballot	21888	100.00	0	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	52338604	100.00	109	0.00	43	0.00	52338756

Based on the above, the Resolution has been passed with requisite majority.

- 2. Resolution No.2 - Declaration of Dividend on equity shares**

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911303	100.00	0	0.00	0	0.00	52911303
Ballot	21888	100.00	0	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095425	100.00	100	0.00	43	0.00	53095568

Based on the above, the Resolution has been passed with requisite majority.

- 3. 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**

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	47943591	90.61	4967707	9.39	0	0.00	52911298
Ballot	773	3.53	21115	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	48106598	90.60	4988922	0.00	43	0.00	53095563

Based on the above, the Resolution has been passed with requisite majority.



(Contd. .. 2..)

4. **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**

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	49115626	92.83	3795673	7.17	0	0.00	52911299
Ballot	1950	8.91	19938	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	49279810	92.81	3815711	0.00	43	0.00	53095564

Based on the above, the Resolution has been passed with requisite majority.

5. **Resolution No.5 - Re- appointment of Messrs. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company**

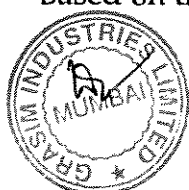
Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	51830730	99.28	377330	0.72	0	0.00	52208060
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	52014802	99.28	377480	0.00	43	0.00	52392325

Based on the above, the Resolution has been passed with requisite majority.

6. **Resolution No.6 - Re-appointment of Messrs. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior (Registration No. 000112C) as the Branch Auditors of the Company**

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911040	100.00	253	0.00	0	0.00	52911293
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095112	100.00	403	0.00	43	0.00	53095558

Based on the above, the Resolution has been passed with requisite majority.



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

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	51305165	98.21	935622	1.79	0	0.00	52240787
Ballot	21888	100.00	0	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	51489287	98.22	935722	0.00	43	0.00	52425052

Based on the above, the Resolution has been passed with requisite majority.

8. Resolution No.8 - Appointment of Mr. B. V. Bhargava (DIN: 00001823) as an Independent Director of the Company

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	51728137	99.02	512675	0.98	0	0.00	52240812
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	51912209	99.02	512825	0.00	43	0.00	52425077

Based on the above, the Resolution has been passed with requisite majority.

9. Resolution No.9 - Appointment of Dr. Thomas M Connelly (DIN: 03083495) as an Independent Director of the Company

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911082	100.00	221	0.00	0	0.00	52911303
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095154	100.00	371	0.00	43	0.00	53095568

Based on the above, the Resolution has been passed with requisite majority.



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

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	51294910	98.19	945875	1.81	0	0.00	52240785
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	51478982	98.20	946025	0.00	43	0.00	52425050

Based on the above, the Resolution has been passed with requisite majority.

11. Resolution No.11 - Appointment of Mr. R. C. Bhargava (DIN: 00007620) as an Independent Director of the Company

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	51209526	98.03	1031279	1.97	0	0.00	52240805
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	51393598	98.03	1031429	0.00	43	0.00	52425070

Based on the above, the Resolution has been passed with requisite majority.

12. Resolution No.12 - Appointment of Mr. Adesh Kumar Gupta as Whole Time Director of the Company and fixing his remuneration (Special Resolution)

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52871139	99.92	40062	0.08	0	0.00	52911201
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53055211	99.92	40212	0.00	43	0.00	53095466

Based on the above, the Resolution has been passed with requisite majority.



13. Resolution No.13 - Approval of remuneration to be paid to Cost Auditor Messrs R. Nanabhay & Co., Cost Accountant, Mumbai (Registration No. 7464) for FY 2014-15

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911012	100.00	189	0.00	0	0.00	52911201
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095084	100.00	339	0.00	43	0.00	53095466

Based on the above, the Resolution has been passed with requisite majority.

14. 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)

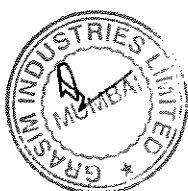
Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911181	100.00	57	0.00	0	0.00	52911238
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095253	100.00	207	0.00	43	0.00	53095503

Based on the above, the Resolution has been passed with requisite majority.

15. 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)

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52911155	100.00	53	0.00	0	0.00	52911208
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
Total	53095227	100.00	203	0.00	43	0.00	53095473

Based on the above, the Resolution has been passed with requisite majority.



16. Resolution No.16 - Approval and adoption of Articles of Association of the Company (Special Resolution)

Type of Voting	No. of Votes in favour	% of total votes in favour	No. of Votes in against	% of votes in against	No. of Invalid Votes	% of Invalid Votes	Total No. of Votes
e-Voting	52645015	99.59	217310	0.41	0	0.00	52862325
Ballot	21838	99.77	50	0.00	0	0.00	21888
Poll	162234	99.94	100	0.00	43	0.00	162377
	52829087	99.59	217460	0.00	43	0.00	53046590

Based on the above, the Resolution has been passed with requisite majority.

For Grasim Industries Limited

Ashok Malu

**Ashok Malu
Company Secretary**

Mumbai
September 8, 2014

