

Ashish Garg

Practicing Company Secretary

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**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:

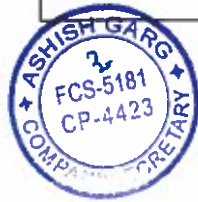
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
35	162234	99.94

(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)
	43
1	



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,

3-112

Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP: 4423

Place: Nagda

Date: 06.09.2014

