ADITYA BIRLA

GRASIM

8th June, 2015

BSE Limited
Department of Corporate Services
1st Floor, New Trading Ring,
Rotunda Building, P J Towers, Dalal Street,
Fort, Mumbai - 400 001
Fax: 022-22723121/ 3719/ 2037/ 2039

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051
Fax: 022-26598237/8238

Dear Sir,

Sub: E-voting and Postal ballot result

This is to inform you that the Public shareholders of Grasim Industries Limited have by way of Postal Ballot and e-Voting approved, with requisite majority, the Scheme of Amalgamation (hereinafter referred as "the Scheme") of Aditya Birla Chemicals (India) Limited (the "Transferor Company") with Grasim Industries Limited ("Transferee Company") and their respective Shareholders and Creditors.

Mr. Ashish Garg, Practicing Company Secretary at Indore, who was appointed as the Scrutinizer for the Postal Ballot and e-Voting process has submitted his report dated 8th June, 2015 to the Company.

On the basis of the report received from the Scrutinizer, the Company on 8th June, 2015 declared that the Public shareholders voted in favour of the Resolution for approving the Scheme through Postal Ballot and e-Voting with requisite majority (99.99%).

In this connection, we are enclosing the following:

1. Certified true copy of the resolution passed by the Shareholders, with requisite majority;
2. Details of Postal Ballot and e-Voting results as per Clause 35A of the Listing Agreement along with the Scrutinizer's Report;

The Scrutinizer's Report will also be available on the website of the Company.

The above is for your information and records.

Thank you,

Yours faithfully,
For Grasim Industries Limited,

Hutokshi Wadia
Senior Vice President & Company Secretary

Encl: as above

GRASIM INDUSTRIES LTD.

ADITYA BIRLA

GRASIM

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE PUBLIC SHAREHOLDERS HOLDING EQUITY SHARES OF THE COMPANY BY POSTAL BALLOT AND E-VOTING ON 8TH JUNE, 2015 PURSUANT TO THE CIRCULARS ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA BEARING NOS. CIR/CFD/DIL/5/2013 DATED 4TH FEBRUARY, 2013 AND CIR/CFD/DIL/8/2013 DATED 21ST MAY, 2013

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective shareholders and creditors ("**Scheme**") be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Jharkhand and Hon'ble High Court of Madhya Pradesh, Bench at Indore while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

CERTIFIED TRUE COPY
FOR GRASIM INDUSTRIES LIMITED

HUTOKSHI WADIA
SR. VICE PRESIDENT & COMPANY SECRETARY

GRASIM INDUSTRIES LTD.

Grasim Industries Limited
Aditya Birla Centre, 'A' Wing, 2nd Floor,
S.K. Ahire Marg, Worli, Mumbai 400 030, India

Telephone +91 22 66525000, 24995000
Fax +91 22 66525114, 24995114

Website www.grasim.com
E-mail grasimcfd@adityabirla.com
CIN L17124MP1947PLC000410

Regd. Office P.O. Birlagram, Nagda - 456331 (M.P.)

ADITYA BIRLA

GRASIM

Details of the Voting Results as per Clause 35A of the Listing Agreement

In case of Poll/ Postal Ballot/ e-Voting for the resolution passed for approving the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective Shareholders and Creditors pursuant to SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013, the results of which are declared on 8th June, 2015.

Details of Agenda:

Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of Hands/ Poll/ Postal Ballot/ E Voting	Remarks
Approval of the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective Shareholders and Creditors	Majority of those voting from Public Category of Shareholders	Postal Ballot and E Voting	Passed with requisite majority

Mode of Voting: Postal Ballot and E-Voting by Public Shareholders

Promoter/ Public	No. of Shares held (as on cut-off date i.e. 24th April 2015)	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of Votes in favour of votes on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) =[(2)/(1)] *100	(4)	(5)	(6) =[(4)/(2)] *100	(7) =[(5)/(2)] *100
Promoter and Promoter Group	-*	-	-	-	-	-	-
Public – Institutional holders	3,65,53,968	3,22,41,764	88.20	3,22,41,764	-	100.00	0.00
Public- Others	1,85,62,961	9,72,424	5.24	9,68,922	3,502	99.64	0.36
Total	**5,51,16,929**	**3,32,14,188**	**60.26**	**3,32,10,686**	**3,502**	**99.99**	**0.01**

Note: ***Promoter and Promoter Group shareholding of 2,34,29,468 equity shares have not been considered in voting process.***

GRASIM INDUSTRIES LTD.

Grasim Industries Limited
Aditya Birla Centre, 'A' Wing, 2nd Floor,
S.K. Ahire Marg, Worli, Mumbai 400 030, India

Telephone +91 22 66525000, 24995000
Fax +91 22 66525114, 24995114

Website www.grasim.com
E-mail grasimcfd@adityabirla.com
CIN L17124MP1947PLC000410

Regd. Office P.O. Birlagram, Nagda - 456331 (M.P.)

Ashish Garg
MA,M Com,LLB,FCS
Practicing Company Secretary
+91 98260 42902

SCRUTINIZER'S REPORT

To
The Chairman / Board of Directors
Grasim Industries Limited
Birlagram, Nagda 456331
District Ujjain, Madhya Pradesh

Dear Sir,

Sub.: Scrutinizer's Report on Postal Ballot and E-Voting Process

Grasim Industries Limited has appointed me as the Scrutinizer for conducting the Postal Ballot and E-Voting process for approving the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited ("Transferor Company") with Grasim Industries Limited ("Transferee Company") and their respective shareholders and creditors (the "Scheme") by the Public shareholders in accordance with the Securities Exchange Board of India ("SEBI") Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 ("SEBI Circulars").

I submit my report as under:

1. The Company had on 6th May, 2015, completed the dispatch of the Notices of Postal Ballot & E-voting along with the Explanatory Statement as required and the Scheme with respect to the amalgamation of the Transferor Company with the Transferee Company, to all its equity shareholders whose name(s) appeared on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 24th April, 2015, by Registered / Speed Post / Air Mail, at their respective registered addresses.

2. The Postal Ballot, in this regard, has been conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. The Company had also provided e-voting facility as an alternative to its shareholders and had engaged NSDL for the purpose. Postal Ballot and e-voting have been conducted in compliance with the SEBI Circulars.

3. The voting through Postal Ballot and e-voting had commenced on Friday, 8th May, 2015 at 9.00 a.m. and ended on Saturday, 6th June, 2015 at 5.30 p.m.

4. After the time fixed for closing of the Postal Ballot and E-voting process, i.e., 6th June, 2015 at 5.30 p.m., I have downloaded the data of E-voting from NSDL. A final report was tabulated by me and the data regarding the final E-voting was diligently scrutinized and reconciled with the records maintained by the Transferee Company.

5. The particulars of all Postal Ballots and Electronic votes received from/cast by the equity shareholders have been entered in the electronic register separately maintained for the purpose.

6. The Postal Ballot envelopes were opened from time to time in my presence.

ASHISH GARG FCS-5181 CP-4423 COMPANY SECRETARY

107, Gold Arcade, 3/1, New Palasia, Opp. Curewell Hospital, Indore (MP), India 452003
E-mail : ashishgargcs@gmail.com | Phone : +91 731 2 53 58 41

7. The Postal Ballot Forms were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Transferee Company / List of Beneficial Owners, as on 24th April, 2015.
8. All Postal Ballot Forms and e-Votes received up to 5.30 p.m. (17.30 hrs.) on 6th June, 2015, being the last date and time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
9. Envelopes containing Postal Ballot forms returned undelivered from Postal Authorities for various reasons, were also opened.
10. I have not found any defaced/ mutilated Postal Ballot form.
11. On proper scrutiny of all the Postal Ballot Forms and E-Votes, the summary of the Postal Ballot and E-Votes received from Public Shareholders is given below:

11.1 **Details of Voting by Postal Ballot:-**

Particulars	**No. of Postal Ballot Forms received from Public share holders**	**No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)**
Total votes cast under Postal Ballot	2,994	4,36,483
Less: Total number of Invalid Postal Ballot Votes received (on account of signature mismatch, for/against option not indicated/abstained)	76	2,842
Total Number of Valid Postal Ballot Votes	**2,918**	**4,33,641**

11.2 **Details of Voting by Electronic Mode, as received from NSDL are as follows:-**

Particulars	**No. of Public Shareholders who casted votes Electronically**	**No. of Equity Shares of the Nominal Value of Rs.10/- each (Votes)**
Total votes received by Electronic Mode	830	3,27,81,878
Less: Total number of Invalid Votes	21	1,331
Total Number of valid E-Votes	**809**	**3,27,80,547**

11.3 **Details of Total Voting in terms of SEBI Circulars, as under:-**

Particulars	**No. of valid Postal Ballot Forms and E-voting**	**No. of Equity Shares of Rs.10/- each (Votes)**	**% of Valid Votes received**
Total Valid Postal Ballots and E-voting Votes of Public Category	3,727	3,32,14,188	100.00
Assented to the Resolution	3,648	3,32,10,686	99.99
Dissented to the Resolution	79	3,502	0.01

Note: ***Promoter and Promoter Group shareholding of 2,34,29,468 equity shares have not been considered in voting process.***

ASHISH GARG
FCS-5181
CP-4423
COMPANY SECRETARY

12. The Postal Ballot Forms and all other relevant records will be handed over, after the results are declared, to Mrs. Hutokshi Wadia, Sr. Vice President & Company Secretary of the Transferee Company, authorized by the Board for safe keeping.

13. The Votes cast by the public shareholders in favour of the resolution are more than number of votes cast against it.

14. You may accordingly declare the results of the Voting by Postal Ballot & E-voting.

Thanking you,
Yours faithfully,



Ashish Garg
Practicing Company Secretary
Membership No.FCS 5181 CP No. 4423

Place: Indore
Date: 8th June, 2015