



GRASIM INDUSTRIES LIMITED

Registered Office: P.O. Birlagram, Nagda - 456 331 Dist. Ujjain (M.P.)

NOTICE is hereby given that the Sixty-fourth Annual General Meeting of the shareholders of **Grasim Industries Limited** will be held at the Registered Office of the Company at GRASIM STAFF CLUB, Birlagram, Nagda, District Ujjain, Madhya Pradesh - 456 331, on Saturday, the 17th day of September, 2011 at 12.30 P.M. to transact, with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended 31st March, 2011 and the Reports of the Directors and the Auditors of the Company.
2. To declare dividend on Equity Shares for the year ended 31st March, 2011.
3. To appoint a Director in place of Mr. M.L. Apte, who retires from office by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. R.C. Bhargava, who retires from office by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mrs. Rajashree Birla, who retires from office by rotation, and being eligible, offers herself for re-appointment.
6. To appoint a Director in place of Mr. Cyril Shroff, who retires from office by rotation, and being eligible, offers himself for re-appointment.
7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution relating to the appointment of Statutory Auditors of the Company:

"RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs. G.P. Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W), and Messrs. Deloitte Haskins & Sells, Chartered Accountants, Mumbai (Registration No. 117366W), the retiring Joint Statutory Auditors of the Company, be and are hereby re-appointed as the Joint Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration to each of them, plus service tax as applicable and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties, as the Audit Committee/Board of Directors may fix in this behalf."

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution relating to the appointment of the Branch Auditors of the Company:

"RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, Messrs. Vidyarthi & Sons, Chartered Accountants, Lashkar, Gwalior (Registration No. 000112C), be and are hereby re-appointed as Branch Auditors of the Company, to audit the Accounts in respect of the Company's Vikram Woollens Division at Malanpur (M.P.) to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration, plus service tax as applicable and reimbursement of actual out of pocket expenses as may be incurred in the performance of their duties, as the Audit Committee/Board of Directors may fix in this behalf."

SPECIAL BUSINESS:

9. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 387 read with Schedule XIII and all 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 rules and regulations made there under ("the Act"), the consent of the Company be and is hereby accorded to the appointment of Mr. Adesh Gupta, Whole-Time Director and CFO of the Company, as the Manager of the Company as defined in Section 2(24) of the Act, in addition to his present designations, w.e.f. 22nd March, 2011 till 2nd October, 2014, with liberty to either party to terminate the said appointment on three months' notice in writing to the other."

"RESOLVED FURTHER THAT the terms and conditions, including the terms and conditions pertaining to remuneration and tenure, as existing and applicable to Mr. Adesh Gupta in his capacity as Whole-Time Director and CFO of the Company and as already approved by the shareholders of the Company at the Annual General Meeting held on 20th August, 2010, shall remain the same and shall also apply to Mr. Adesh Gupta's appointment as the Manager of the Company, without any additional payment (in the form of remuneration or otherwise) being made to him in relation to his capacity as a Manager of the Company."

10. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT in partial modification of the Resolution passed by the members of the Company at the Annual General Meeting held on 20th August, 2010 and pursuant to Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the said Act), including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded:

- i) to the revision in the amount of the Basic Salary payable to Mr. K.K. Maheshwari, Whole-Time Director of the Company, upto an overall limit of Rs. 25,00,000 (Rupees Twenty-five lacs only) per month;
- ii) to the revision in the amount of Special Allowance payable to Mr. K.K. Maheshwari upto an overall limit of Rs. 30,00,000 (Rupees Thirty lacs only) per month; and
- iii) to the revision in the amount of Performance Bonus linked to the achievement of targets as may be decided by the Board and/or other compensation payable to Mr. K.K. Maheshwari, as may be decided by the Board from time to time upto the end of his tenure, the same to be made on a *pro rata* basis every month or on an annual basis or partly monthly and partly on annual basis at the discretion of the Board subject to a maximum of Rs. 4,00,00,000 (Rupees Four crore only) in a year on this account,

as may be decided by the Board of Directors of the Company from time to time for the remainder of his tenure of his current term, i.e., upto 19th May, 2015, subject, however, to the limits prescribed in Part II of Schedule XIII to the said Act and subject to the consequential variation or increase in the remuneration due to the revision in the terms of his remuneration as aforesaid, and conditions of his appointment remaining the same as approved at the Annual General Meeting of the Company held on 20th August, 2010."

11. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 198, 309(4) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof for the time being in force) ("the Act"), consent of the Company be and is hereby accorded to the payment of, in addition to the sitting fees for attending the meetings of the Board of Directors ("Board") or Committee(s) thereof and reimbursement of expenses, in accordance with the relevant provisions of the Articles of Association of

the Company, commission to the Directors of the Company (other than the Whole-Time Directors, Managing Director or the Manager of the Company, as the case may be), for a period of five years commencing from 1st April, 2011, at a rate not exceeding 1% (one per cent) per annum of the net profits of the Company calculated in accordance with the relevant provisions of the Act, in each year, but subject to such ceiling, if any, per annum as the Board may from time to time fix in this behalf, such commission being divisible amongst the Directors of the Company in such proportion and in such manner as may be decided by the Board."

**By Order of the Board,
For Grasim Industries Limited,**



ASHOK MALU

Joint President & Company Secretary

Place : Mumbai

Date : 30th July, 2011

NOTES FOR MEMBERS' ATTENTION:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- 2) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Item Nos. 9 to 11 of the Notice as set out above, is annexed hereto.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2011 to 17th September, 2011 (both days inclusive), for the purpose of

payment of dividend, if approved by the Members.

- 4) a) Pursuant to Section 205A of the Companies Act, 1956, all dividends upto the Financial Year 1994-95, which remained unclaimed, have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not encashed their dividend warrants for the said period, are requested to claim the amount from the Registrar of Companies – Madhya Pradesh, Sanjay Complex, 3rd Floor, Jayendra Ganj, Gwalior-474 009 (M.P.). In case any assistance is required, shareholders may please write to the Share Department of the Company at its Registered Office at Nagda.
- b) In terms of the provisions contained in Section 205C of the Companies Act, 1956, the Company has already deposited/transferred the unpaid/unclaimed dividends for the Financial Years 1995-96 to 2002-2003 to the Investor Education and Protection Fund (IEPF). No claim shall lie against the IEPF or the Company in respect of the unpaid/unclaimed amount transferred to the IEPF.
- c) Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the Financial Year 2003-2004 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the Financial Year 2003-2004 are requested to make their claim to the Share Department at the Registered Office of the Company at Nagda before *11th August, 2011*, failing which the unpaid/unclaimed amount will be transferred to the IEPF. It may also be noted that once the unpaid/unclaimed dividend is transferred to the IEPF as above, no claim shall lie against IEPF or the Company in respect of such amount by the member.
- 5) a) Shareholders are requested to notify any change of address:

- (i) to their Depository Participants (DPs) in respect of the shares held in demat form, and
 - (ii) to the Company to its Share Department at the Registered Office at Nagda in respect of the shares held in physical form.
- b) In case the mailing address mentioned on this Annual Report is without the PIN CODE, shareholders are requested to kindly inform their PIN CODE immediately to their DP or the Company, as mentioned above.
- 6) Non-Resident Indian Shareholders are requested to inform the Share Department of the Company or to their concerned DP, as the case may be, immediately:
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE Account with a bank in India, if not furnished earlier.
- 7) Shareholders are requested to correspond in connection with the shares held by them by addressing letters directly to the Share Department of the Company situated at the Registered Office of the Company at Birlagram, Nagda-456 331 (M.P.) and not to any other Office of the Company, quoting reference of their folio numbers or their Client ID number with DP ID number, as the case may be.
- 8) Shareholders who are holding shares in identical order of names in more than one folio are requested to send to the Share Department of the Company the details of such folios together with the original Share Certificates for consolidation of their holdings in one folio. The Share Certificates will be returned to the Shareholders after making requisite changes thereon.
- 9) As per the provisions of the amended Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Shareholders holding shares in physical form may obtain the Nomination Form 2B prescribed by the Government from the Share Department of the Company or download it from the

Company's website www.grasim.com. Shareholders holding shares in demat form are required to approach their DPs for the nomination.

- 10) a) Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS). The ECS facility is available at the specified locations. Shareholders holding shares in dematerialised mode are requested to contact their respective DPs for availing ECS facility. Shareholders holding shares in physical form are requested to download the ECS form from the website of the Company and the same duly filled up and signed along with a photo copy of a cancelled cheque may be sent to the Share Department of the Company at the Registered Office at Birlagram, Nagda-456 331 (M.P.).
- b) To avoid the incidence of fraudulent encashment of the dividend warrants, Shareholders are requested to intimate the Company under the signature of the Sole/First Jointholder, the following information, so that the Bank Account Number and Name and Address of the Bank can be printed on the dividend warrants:
- 1) Name of Sole/First Jointholder and Folio No.
 - 2) Particulars of Bank Account, viz.,
 - i) Name of the Bank
 - ii) Name of Branch
 - iii) Complete address of the Bank with Pin code Number
 - iv) Account Type, whether Savings Account (SA) or Current Account (CA), and
 - v) Bank Account Number allotted by the Bank.
- 11) Shareholders who hold shares in the dematerialised form and desire a change/correction in the bank account details, should intimate the same to their concerned DP and not to the Share Department of the Company. Shareholders are also requested to give the MICR Code of their banks to their DPs. The Company will not entertain any direct request from such shareholders for change of address,

transposition of names, deletion of name of deceased jointholder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

- 12) Shareholders are requested to read the "Shareholders' Information" Section of the Annual Report for useful information.
- 13) Shareholders desirous of obtaining any information/clarification on the accounts and operations of the Company are requested to send in written queries to the Company, at least one week before the date of the Meeting. Replies will be provided in respect of such written queries received, only at the Meeting.
- 14) Pursuant to the requirement of the Listing Agreement of the Stock Exchanges on Corporate Governance, relating to re-appointment of the retiring Directors, a statement containing the required details of the concerned Directors forms part of the Directors' Report on Corporate Governance.
- 15) **Green Initiative in Corporate Governance – Service of Documents in electronic form**

As you are aware, Ministry of Corporate Affairs, Government of India (MCA), vide its Circular Nos. 17 and 18 dated 21st April, 2011 and 29th April, 2011, respectively, has now allowed the companies to send Notices of General Meetings/other Notices, Audited Financial Statements, Directors' Report, Auditors' Report, etc., henceforth, to their shareholders electronically as a part of its green initiatives in corporate governance.

Keeping in view the aforesaid initiative of MCA, your Company shall send the Annual

Report to its shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. In case of any change in your e-mail address, you are requested to please inform the same to your Depository.

ADVANTAGES OF REGISTERING WITH THE COMPANY FOR E-COMMUNICATION:

- Will enable you to receive communication promptly and avoid loss of documents in postal transit; and
- Will help in eliminating wastage of paper, reduce paper consumption and, in turn, save trees.

Please note that the said documents will be made available by the Company on its website **www.grasim.com**. The physical copies of the same shall also be made available for inspection, during office hours, at our Registered Office of the Company at Birlagram, Nagda-456 331 (M.P.). Further, upon receipt of a request from you, your Company shall also furnish you the physical copy of the same free of cost.

However, in case you wish to receive the above documents in physical form, please send us an e-mail at grasimshares@adityabirla.com.

We are confident that you will appreciate the "Green Initiative" taken by the Government. We sincerely solicit your cooperation in helping your Company to implement the "Green Initiative" and would request you to please register your e-mail Id with the Company/your Depository so as to henceforth, receive all documents from the Company in electronic mode.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO. 9

The Board of Directors ("the Board") have appointed Mr. Adesh Gupta as Manager of the Company as defined under Section 2(24) of the Companies Act, 1956 ("the Act"), with effect from 22nd March, 2011 till 2nd October, 2014, in addition to his present designations, Whole-Time Director and CFO of the Company.

The terms and conditions, including the terms and conditions pertaining to remuneration and tenure, as existing and applicable to Mr. Adesh Gupta in his capacity as Whole-Time Director and CFO of the Company and as already approved by the shareholders of the Company at the Annual General Meeting held on 20th August, 2010, shall remain the same and shall also apply to Mr. Adesh Gupta's appointment as the Manager of the Company, without any additional payment (in the form of remuneration or otherwise) being made to him in relation to his capacity as a Manager of the Company.

For reference of the shareholders, the terms and conditions of the appointment of Mr. Adesh Gupta as Whole-Time Director and CFO of the Company as approved by the shareholders of the Company at the Annual General Meeting held on 20th August, 2010, and existing as on date pursuant to the revision made by the Board by Circular Resolution passed on 8th September, 2010, are set out below:

1. Period:

Five years with effect from 3rd October, 2009, with liberty to either party to terminate the appointment on three months' notice in writing to the other.

2. Remuneration:

- (a) Basic Salary of Rs. 6,07,867 (Rupees Six lac seven thousand eight hundred sixty-seven only) per month with such increments as may be decided by the Board from time to time, subject, however, to a ceiling of Rs. 9,00,000 (Rupees Nine lac only) per month as Basic Salary.
- (b) Special Allowance of Rs. 6,71,372 (Rupees Six lac seventy-one thousand three hundred seventy-two only) per month, with such increments as may be decided by the Board from time to time, subject, however, to a ceiling of Rs. 12,00,000 (Rupees Twelve lac only) per

month. This allowance, however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.

- (c) Performance Bonus linked to the achievement of targets, as may be decided by the Board, subject to a maximum of Rs. 1,20,00,000 (Rupees One crore twenty lacs only) per annum.
- (d) Long-term Incentive Compensation (LTIC) including Stock Option Plan, if any, as per the Scheme applicable to the Senior Executives of the Company/Aditya Birla Group including that of any parent/subsidiary company.

3. Perquisites:

- (a) Housing: Free furnished accommodation and reimbursement of other expenses for the upkeep and maintenance thereof as per the Rules of the Company.
- (b) Medical Expenses: Reimbursement of expenses incurred in India for self and family at actuals (including domiciliary medical and insurance premium for hospitalisation policy, as applicable).
- (c) Leave Travel Expenses: Leave Travel Expenses for self and family, subject to a ceiling of one month's Basic Salary for a year as per the Rules of the Company.
- (d) Club Fees: Fees of one Corporate Club in India (including admission and membership fee).
- (e) Personal Accident Insurance Premium for self and family as per the Rules of the Company.
- (f) (i) Company's contribution towards Provident Fund and Superannuation Fund, on Basic Salary as per the Rules of the Company.
(ii) Gratuity calculated on Basic Salary as per the Rules of the Company.
- (g) Upto two cars for use on Company's business.
- (h) Leave and encashment of leave, in accordance with the Rules of the Company.
- (i) Other Allowances / benefits / perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.

- (j) Any other onetime periodic retirement benefits as may be decided by the Board at the time of retirement.
4. Subject as aforesaid, the Whole-Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
5. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309, 310 and all other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the said Act or any statutory modifications or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
6. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Gupta, Whole-Time Director, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
7. The Board be and is hereby authorised to revise the remuneration and perquisites payable to Mr. Gupta from time to time. The next revision in his salary will be effective from 1st July, 2011.
8. So long as Mr. Gupta functions as the Whole-Time Director of the Company he shall not be subject to retirement by rotation and shall not be paid any fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.
9. Though, considering the provisions of Section 314(1) of the Companies Act, 1956, Mr. Gupta would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries/Joint Ventures, approval be and is hereby also granted by way of the abundant caution for him to accept the sitting fees/commission paid/payable to other Directors for attending meetings of Board(s) of Directors/Committee(s) of Subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.

Where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Gupta in accordance with the applicable provisions of Schedule XIII of the Act and subject to the approval of the Central Government, if required.

The circular resolutions passed by your Board on 8th September, 2010 and 22nd March, 2011, respectively, and the resolution passed by the shareholders at the Annual General Meeting held on 20th August, 2010, shall be kept open for inspection by the shareholders of the Company at the Registered Office of the Company between 10 a.m. and 12 noon on all working days (except Sundays and public holidays) upto the date of the ensuing Annual General Meeting.

The Board commends the above appointment and accordingly recommends the Special Resolution as set out in Item No. 9 of the Notice for your approval.

Mr. Adesh Gupta, Manager, Whole-Time Director and CFO of the Company, is deemed to be interested in this Special Resolution. None of the other Directors is concerned or otherwise interested in the said Special Resolution.

ITEM NO. 10

Mr. K.K. Maheshwari was appointed as the Whole-Time Director of the Company pursuant to Section 269 and other applicable provisions of the Companies Act, 1956, for a period of 5 (five) years with effect from 20th May, 2010, as per the resolution passed at the Annual General Meeting of the Company held on 20th August, 2010, on the terms set out in that resolution.

Considering the inflationary trend and the substantial increase in the business activities of the Company resulting in increase in the workload and responsibilities of the Whole-Time Director as also the amount of remuneration payable to managerial personnel occupying similar positions in other comparable companies, the Board of Directors of the Company has deemed fit to increase the respective limits of the Basic Salary, Special Allowance and Performance Linked Bonus and/or any other compensation payable to Mr. Maheshwari with effect from 1st July, 2011, for the remaining period of his current tenure which is expiring on 19th May, 2015, with corresponding consequential variations or increase in the remuneration due to the revision in the terms of his remuneration as aforesaid. The other terms and conditions of his appointment shall remain the same as approved by the members at the Annual General Meeting held on 20th August, 2010.

The Board accordingly recommends the Special Resolution as set out in Item No. 10 of the Notice for your approval.

Although not necessary, a copy of the resolution passed at the Annual General Meeting of the

Company held on 20th August, 2010, is available for inspection of the members to ascertain any information that they may require, at the Registered Office of the Company between 10 a.m. and 12 noon on all working days (except Sundays and public holidays) upto the date of the ensuing Annual General Meeting.

Mr. K.K. Maheshwari, Whole-Time Director of the Company, is deemed to be interested in this Special Resolution. None of the other Directors is concerned or otherwise interested in the said Special Resolution.

ITEM NO. 11

At the Annual General Meeting of the Company held on 25th August, 2006, the Members of the Company, *inter alia* had approved the payment of commission to the Directors of the Company (other than the Whole-Time Directors of the Company), not exceeding 1% (One per cent) per annum of the net profits of the Company calculated in accordance with the relevant provisions of the Companies Act, 1956, in a financial year, for a period of 5 years commencing from 1st April, 2006.

The aforesaid approval was valid up to the financial year ended 31st March, 2011. It is, therefore, proposed to obtain fresh approval of the Members to continue the payment of the commission to the Directors (other than the Whole-Time Directors, Managing Director or the Manager of the Company, as the case may be) for a period of five years commencing from 1st April, 2011, as may be

decided by the Board of Directors of the Company from time to time at a rate not exceeding 1% of the net profits of the Company in each year calculated in accordance with the relevant provisions of the Companies Act, 1956, subject to such ceiling, if any, per annum as the Board may from time to time fix in that behalf. Such commission will be distributed amongst the Directors of the Company (other than Whole-Time Directors, Managing Director or the Manager of the Company, as the case may be) in such proportion and manner as the Board may, from time to time, decide each year as set out in this Special Resolution.

The Board accordingly recommends the Special Resolution as set out in Item No. 11 of the Notice for your approval under Section 309(4)(b) and other applicable provisions of the Companies Act, 1956.

All the Non-Whole-Time Directors of your Company are deemed to be interested or concerned in this Special Resolution.

**By Order of the Board,
For Grasim Industries Limited**



ASHOK MALU

Joint President & Company Secretary

Place : Mumbai

Date : 30th July, 2011



GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda-456 331 (M.P.)

Website: www.grasim.com : Email ID: grasimshares@adityabirla.com

Date: 30th July, 2011

Dear Shareholder,

Sub: Green Initiative in Corporate Governance – Electronic Mode of Service of Documents

1. Ministry of Corporate Affairs, Government of India (MCA), vide its Circular Nos. 17 and 18 dated 21st April, 2011 and 29th April, 2011, respectively, has clarified that the Company would be in compliance of the provisions of the Companies Act, 1956, if the Company serves the Notice of General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to its shareholders through electronic mode, at the e-mail address provided by them to the Company.
2. **Shareholders holding shares in demat (electronic) form**
 - (a) In case you are holding shares of the Company in demat (electronic) form, the Company proposes to send the aforesaid documents to you in electronic form, at the e-mail address provided by you, and which will be made available to us by your Depository Participant (DP).
 - (b) In case of any change in your e-mail address, we request you to inform the said change to your Depository Participant (DP) to enable them to update their records.
 - (c) As such, the e-mail address registered by you with your DP will henceforth be used by the Company for service of the said documents, including those covered under Section 219 of the Companies Act, 1956. To this effect, the Company has also sent an e-mail on 29th April, 2011, to those shareholders whose e-mail IDs were available with us.
 - (d) If, however, you wish to continue to receive the said documents in physical mode, please send us an e-mail at grasimshares@adityabirla.com or write to the Share Department of the Company at its Registered Office at Birlagram, Nagda-456331 (M.P.) quoting reference of your DP ID and Client ID and name of the first Registered shareholder.
3. **Shareholders holding shares in physical form**

In case you are holding shares of the Company in physical form, please register your e-mail address with the Company at grasimshares@adityabirla.com mentioning your Folio Number, name of First Registered Holder and the e-mail ID, so that all such documents can be served upon you henceforth in electronic mode at the said e-mail address.
4. Please note that the said documents will be made available by the Company on its website, www.grasim.com. Physical copies of the same shall be made available for inspection, during office hours, at our Registered Office at Birlagram, Nagda-456 331 (M.P.).
5. Upon receipt of a request from you, your Company shall also send you the physical copy of the above documents free of cost.

Thanking you

Yours faithfully,

For Grasim Industries Limited

Ashok Malu

Company Secretary

I hereby request Grasim Industries Limited to register my following e-mail address for service of the Notice of General Meeting(s), Audited Financial Statements, Directors' Report, Auditors' Report and other documents to me in electronic mode instead of in physical mode:

Ledger Folio No./DP ID & Client ID* _____

Full Name of First Registered Holder* _____

E-mail ID (to be Registered for above purpose)* _____

Mobile/Phone No. _____

Date*: _____

Signature*: _____

* Mandatory fields

Note:

- The above format is also available on the website of the Company, www.grasim.com.
- Shareholders are requested to keep the Company/their DP, as the case may be, informed of any change in their E-mail ID.

ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORMAT

To
Share Department
Grasim Industries Limited
Birlagram, Nagda 456 331 (M.P.)

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND.

Dear Sirs,

(Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY. Please TICK (3) wherever applicable.)

For shares held in physical form

— For Office Use Only —

ECS Ref.No. :

Master Folio No.

For shares held in electronic form

DP ID

Client ID

Name of Sole/First holder	
Bank Name	
Branch Name	
Branch Code	 (9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a xerox copy of a cheque or a blank cheque of your bank account duly cancelled for ensuring accuracy of the bank's name, branch and code number.

Account type	<table><tr><td>Savings</td><td></td><td>Current</td><td></td><td>Cash Credit</td><td></td></tr></table>	Savings		Current		Cash Credit	
Savings		Current		Cash Credit			
Ledger No./Ledger Folio No.							
A/c No. (as appearing in the cheque book)							
Effective date of this mandate							

I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Grasim Industries Limited, will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/Grasim Industries Limited.

I further undertake to inform the Company any change in my Bank/branch and account number, if any.

Place : _____

Date : _____

(Signature of Sole/First Holder)

(Name of Sole/First Holder)

Tear Here



GRASIM INDUSTRIES LIMITED

Registered Office: Birlagram, Nagda-456331 (M.P.)

Form of Proxy

Proxy No.:

(For office use only)

I/We _____ of _____ being a member/members of Grasim Industries Limited hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the 64th Annual General Meeting of the Company to be held on Saturday, 17th September, 2011 at 12.30 p.m. or at any adjournment thereof.

Signed this _____ day of _____ 2011

Folio/DP ID - Client ID No.:

No. of Shares held :

(Please sign across the stamp)

Affix
Re. 1
Revenue
Stamp

(Signature)

NOTE(S):

1. The proxy need NOT be a member of the Company.
2. The proxy form signed across revenue stamp should reach Company's Registered Office at least 48 hours before the scheduled time of meeting.