



March 3, 2017

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 combined Voting Results of the Business transacted at the Extraordinary Meeting of the Company held on Friday, 3rd March 2017

Ref: Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Extraordinary General Meeting (EGM) of the Company was held on Friday, 3rd March 2017 at 11:00 A.M. at Grasim Staff Club, Birlagram, Nagda-456331 (M.P.).

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed combined voting results of the business transacted at the EGM with the Scrutinizer's Report are enclosed herewith.

The proposed resolution was passed with requisite majority.

This is for your information, please.

Thank you,

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Hutokshi Wadia".

Hutokshi Wadia
President & Company Secretary



Cc: Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg, EUROPE
Fax: 00352477936269 : Email: ost@bourse.lu

Date of the AGM/EGM	GRASIM INDUSTRIES LTD
Total number of shareholders on record date	03-03-2017
No. of shareholders present in the meeting either in person or through proxy:	151898
Promoters and Promoter Group:	0
Public:	83
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	SPECIAL - Increase in limit for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors								
Whether promoter/ promoter group are interested in the agenda/ resolution?	No								
Category	Mode of Voting	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	E-Voting		121983080	83.5531	121983080	0	100.0000	0.00000	
	Poll		0	0.0000	00	0	0.0000	0.00000	
	Postal Ballot (if applicable)	145994600							
	Total		0	0.0000	00	0	0.0000	0.00000	
	E-Voting		121983080	83.5531	121983080	0	100.0000	0.00000	
Public- Institutions	Poll		164998842	82.1415	164998842	0	100.0000	0.00000	
	Postal Ballot (if applicable)	200871455		0.2151	432000	0	100.0000	0.00000	
	Total		0	0.0000	00	0	0.0000	0.00000	
Public- Non Institutions	E-Voting		165430842	82.3566	165430842	0	100.0000	0.00000	
	Poll		4980154	4.1521	4980094	60	99.9987	0.0012	
	Postal Ballot (if applicable)	119943150		0.0648	76045	1650	97.8763	2.1236	
Total	Total		5057849	4.2169	5056139	1710	99.9662	0.0338	
	Total	466809205	292471771	62.6534	292470061	1710	99.9994	0.0006	

* Promoters include 24011520 GDR's whose voting rights as per the deposit agreements between the parties

** Public Non Institutions include 24545757 GDR's whose voting rights are as per deposit agreements between the parties



Scrutinizer's Report-Combined

(Pursuant to Sections 108 and 109 of the Companies Act 2013 read with Rule 20 & 21 of the Companies (Management and Administrations) Rules 2014 as amended)

The Chairman of
Extra –Ordinary General Meeting
Grasim Industries Limited,
Birlagram, Nagda - 456331
Dist. Ujjain (M.P.)

Dear Sir,

SUB: Combined Scrutinizer's Report on remote e-voting and physical voting (electronically at the venue of the Meeting) in respect of the business set out in the Notice of the Extra-ordinary General Meeting (EGM) of the Equity Shareholders of Grasim Industries Limited held on Friday, 3rd March 2017 at 11.00 AM at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda-456 331, District Ujjain, Madhya Pradesh.

I, Ashish Garg, Practicing Company Secretary, having been appointed as the Scrutinizer by the Board of Directors of Grasim Industries Limited (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the physical voting (electronically at the venue of the meeting) for the matter to be transacted at the Extra-ordinary General Meeting held on Friday, 3rd March 2017, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, do hereby submit my Report as under:-

- (i) The Company had appointed Karvy Computershare Private Limited ("Karvy") as the Agency for providing the remote e-voting platform to the Equity Shareholders of the Company in connection with the voting at the EGM.
- (ii) Karvy is also the Registrar and Share Transfer Agent of the Company.
- (iii) The **Cut-off date** for the purposes of identifying the Equity Shareholders who were entitled to vote on the resolution placed for approval of the Equity Shareholders was **Friday, the 24th February, 2017.**
- (iv) The remote e-voting facility was open from **Tuesday, 28th February, 2017 9:00 A.M. to Thursday, 2nd March, 2017 5:00 P.M.**
- (v) The Company completed the dispatch of the notices to the Equity Shareholders by Monday, 6th February, 2017.



- (vi) As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard (having country-wide circulation) and translation thereof in Hindi language in Nai Dunia on Tuesday, 7th February, 2017.
- (vii) At the end of the voting period on 2nd March 2017 at 5.00 P.M., the voting portal of Karvy was blocked.
- (viii) As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of ensuring that Equity Shareholders who have cast their votes through remote e-voting do not vote again at the EGM, I had access after closure of period of remote e-voting and before the start of EGM, to only such details relating to Equity Shareholders who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- (ix) Accordingly, Karvy provided me the names, DP ID/ folio numbers and shareholding of Equity Shareholders who had cast their votes through remote e-voting.
- (x) At the venue of the EGM, at the end of discussion, the Chairman ordered physical voting (through electronically) for those Equity Shareholders who were present but had not cast their vote through remote e-voting.
- (xi) On Friday, 3rd March, 2017 after the conclusion of voting at the EGM, I first counted the votes cast at the meeting thereafter unblocked the votes cast through remote e-voting in the presence of witnesses, Mr. Akshay Gupta and Mrs. Vibha Agrawal.
- (xii) The voting done through physical voting (through electronically) at the venue of the meeting and remote e-voting were reconciled with the records maintained by the Company and the authorizations /proxies lodged with the Company.

Thereafter, I as a Scrutinizer duly compiled the details of physical voting (electronically) done at the venue of the EGM and the remote e-voting carried out by the Equity Shareholders, the details of which are as follows:

Item No. 1-Special Resolution

Increase in limit for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	No. of Invalid Votes	
	No. of Equity Share-holders*	No. of Shares	%	No. of Equity Share-holders*	No. of Shares	%		No. of Equity Share-holders*	No. of Shares
Poll at EGM (electronically)	73	508045	99.6763	6	1650	0.3237	79	0	0
Remote E-voting	439	291962016	99.9999	2	60	0.0001	441	0	0
Total	512	292470061	99.9994	8	1710	0.0006	520	0	0

*No. of Equity Shareholders is equivalent to No. of Folios/Accounts



- (xiii) The list of Equity Shareholders who voted "FOR"/"AGAINST" for above resolution through remote e-voting process and physical voting (through electronically) at the venue of the EGM is sent to Mrs. Hutokshi Wadia, President & Company Secretary of the Company for records.
- (xiv) All relevant record of physical voting (through electronically) including remote e-voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of Extra-ordinary General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the Company for safe keeping.

You may accordingly declare the results of the Voting by physical voting (through electronically) and remote e-voting .

Thanking you,
Yours Faithfully,

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Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

Member Ship No. FCS 5181/ CP No. 4423

WITNESSES

1. Mr. Akshay Gupta
(Shareholder of the Company)

2. Mrs. Vibha Agrawal
(Shareholder of the Company)

Counter signed by
For Grasim Industries Limited

[Signature]

Authorised Persons

Hutokshi Wadia

Authorised by Mr. Shailendra K. Jain Chairman of the Meeting

Place: Nagda

Date: 3rd March, 2017