ADITYA BIRLA

GRASIM

October 10, 2016

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 Voting Results of the Extraordinary Meeting of the Company held on Monday, 10th October 2016**

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

The Extraordinary General Meeting (EGM) of the Company was held on Monday, 10th October 2016 at 11:30 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,

Grasim Industries Limited Birlagram NAGDA

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

	GRASIM INDUSTRIES LTD
Date of the AGM/EGM	10-10-2016
Total number of shareholders on record date	138630
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	64
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	29198920	24396616	83.5531	24396616	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		24396616	83.5531	24396616	0	100	0
Public- Institutions	E-Voting	33818574	33570708	99.2671	33570708	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		33570708	99.2671	33570708	0	100	0
Public- Non Institutions	E-Voting	30339318	750934	2.4751	750773	161	99.9785	0.0214
	Poll		18629	0.0614	18299	330	98.2285	1.7714
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		769563	2.5365	769072	491	99.9362	0.0638
	Total	93356812	58736887	62.9166	58736396	491	99.9992	0.0008

* Promoters Include 4802304 GDR's whose voting rights are as per deposit agrements between the parties

** Public-Non Institutions Include 4941004 GDR's whose voting rights are as per deposit agrements between the parties

Grasim Industries Limited
Birlagram
NAGDA

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

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)

To,
The Chairman of Extraordinary General Meeting
Grasim Industries Limited,
Birlagram, Nagda
Dist. Ujjain (M.P.) 456331

Dear Sir,

Sub: Combined Scrutinizer's Report on remote e-voting & Physical Voting conducted at the Extraordinary General Meeting (EGM) of the members of Grasim Industries Limited held on Monday, 10th October, 2016 at 11.30 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 poll for the item to be transacted at the Extraordinary General Meeting held on Monday, 10th October, 2016, 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 Computershares Private Limited (''**Karvy**") as the Agency for providing the remote e-voting platform to the Members 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 Members who were entitled to vote on the resolution placed for approval of the Members was **Monday, the 3rd October, 2016.**

(iv) The remote e-voting facility was open from **Friday, 7thOctober, 2016 9:00 A.M. to Sunday, 9th October, 2016 5:00 P.M.**

(v) The Company completed the dispatch of the notices to the members by Wednesday, 14th September 2016.

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

(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 in Hindi language in Nai Dunia on Thursday, 15th September, 2016.

(vii) At the end of the voting period on 9th October, 2016 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 Members 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 Members 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 Members who had cast their votes through remote e-voting.

(x) At the venue of the EGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote through remote e-voting.

(xi) On Monday, 10th October, 2016 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 Mr. Akshay Gupta and Mrs. Vibha Agrawal who acted as the witnesses.

(xii) The voting done through poll at 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 voting through poll done at the venue of the EGM and the remote e-voting carried out by the Members, the details of which are as follows:

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 Members*	No. of Shares	%	No. of Members*	No. of Shares	%		No. of Members*	No. of Shares
Poll at EGM	57	18299	98.2286	6	330	1.7714	18629	Nil	Nil
Remote E-voting	409	58718097	99.9997	4	161	0.0003	58718258	Nil	Nil
Total	466	58736396	99.9992	10	491	0.0008	58736887	Nil	Nil

*No. of Members is equivalent to No. of Folios/Accounts

ASHISH GARG FCS-5181 CP-4423 COMPANY SECRETARY

(xiii) The list of Equity shareholders who voted "FOR"/"AGAINST" for above resolution through remote e-voting process and at the Poll in EGM is sent to Mrs. Hutokshi Wadia, President & Company Secretary of the Company for records.

(xiv) All relevant record of electronic voting including polling papers will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of Extraordinary 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 Poll & E-voting

Thanking you,
Yours Faithfully,

ASHISH GARG FCS-5181 CP-4423 COMPANY SECRETARY

Scrutinizer
Name: ASHISH GARG
Practicing Company Secretary
Member Ship No. FCS5181/ 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

Grasim Industries Limited Birlagram NAGDA

Authorsied Persons
HutokshiWadia
Authorised by Mr. Shailendra K. Jain, Chairman of the Meeting

Place: Nagda
Date: 10th October, 2016