



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel No.: 07366 - 246760; Fax: 07366 - 244114; email: shares@adityabirla.com; website: www.grasim.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-eighth Annual General Meeting of **GRASIM INDUSTRIES LIMITED** will be held at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh on Saturday, 19th September 2015, at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015, together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the financial year ended 31st March 2015.
3. To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. N. Mohan Raj (DIN: 00181969), who retires from office by rotation and being eligible, offers himself for re-appointment.
5. To appoint Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixty-ninth Annual General

Meeting of the Company and to fix their remuneration and for that purpose to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013, and the Company's (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. G. P. Kapadia & Co., Chartered Accountants (Registration No. 104768W) and Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), 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 Sixty-ninth Annual General Meeting of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to decide the terms and conditions of re-appointment including the remuneration of the Joint Statutory Auditors."

SPECIAL BUSINESS:

6. To appoint Mr. O. P. Rungta (DIN: 00020559), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. O. P. Rungta (DIN: 00020559), who was appointed by the Board of Directors as an Additional and

Independent Director of the Company with effect from 25th September 2014 in terms of the provisions of the Companies Act, 2013 (the Act) and who holds office as an Additional Director upto the date of this Annual General Meeting and being eligible for appointment, has given a notice in writing under Section 160 of the Act to the Company signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 25th September 2014."

7. To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis, and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and such other laws as may be applicable, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee thereof or any person authorised by the Board in this behalf) for making one or more offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (NCDs) in one or more series/ tranches during a period of one year from the date of this Annual General Meeting, of a sum not exceeding ₹ 2,000 Crore within the overall borrowing limits of the Company as approved by the Members, on a private placement basis, on such terms and conditions as the Board may from time to time determine and consider proper and most beneficial to the Company, including as to when the NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. To ratify the remuneration of the Cost Auditors of the Company for the financial year ending 31st March 2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of a sum not exceeding ₹ 2,65,000 (Rupees Two Lakh Sixty Five Thousand Only) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s. R. Nanabhoy & Co., Cost Accountants (Registration No. 7464) for conduct of audit of the cost records of the Company for the financial year ending 31st March 2016, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. To approve payment of part remuneration of Mr. Thomas Varghese, for acting as the Whole-time Director of Grasim Bhiwani Textiles Limited (GBTL), a wholly owned subsidiary of the Company, and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 197, 198, read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), amendments or re-enactment

thereof, for the time being in force), the Members hereby approve, confirm and ratify the payment of part remuneration of Mr. Thomas Varghese, for acting as Whole-time Director of Grasim Bhiwani Textiles Limited, a wholly-owned subsidiary of the Company, for the period commencing from 1st April 2014 to 30th June 2015, of a sum not exceeding ₹ 3.75 Crore (Rupees Three Crore Seventy Five Lakh only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

10. To approve the appointment of Mr. Sushil Agarwal as a Director of the Company and, in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sushil Agarwal (DIN: 00060017), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st July 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act), and who holds office as such upto the date of this Annual General Meeting and being eligible for appointment, has given a notice in writing to the Company signifying his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose office shall not be liable to retirement by rotation."

11. To approve the appointment and remuneration of Mr. Sushil Agarwal as a Whole-time Director & Chief Financial Officer of the Company and, in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (the Act), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being

in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members of the Company, be and is hereby accorded to the appointment of Mr. Sushil Agarwal (DIN: 00060017), as the Whole-time Director & Chief Financial Officer (CFO) of the Company for the period and upon the following terms and conditions, including remuneration and perquisites, as approved by the Board of Directors, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted or to be constituted by the Board) from time to time to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Sushil Agarwal and as may be permissible at law:

A. Period:

Five years w.e.f. 1st July 2015, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- (a) Basic Salary: ₹ 7,11,000/- (Rupees Seven Lakh Eleven Thousand Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per month;
- (b) Special Allowance: ₹ 6,72,000/- (Rupees Six Lakh Seventy Two Thousand Only) per month with such increment(s) as the Board may decide from time to time, subject however to a ceiling of ₹ 17,00,000/- (Rupees Seventeen Lakh 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) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 2,70,00,000/- (Rupees Two Crore Seventy Lakh Only) per annum;

- (d) Long-term Incentive Compensation/ Employee Stock Option / Stock Appreciation Rights : As per the Plan applicable to the Senior Executives of the Company / Aditya Birla Group including that of any parent / subsidiary company, as may be decided by the Board from time to time.

C. Perquisites

- (a) Housing: Free furnished accommodation or House Rent Allowance in lieu of Company provided accommodation;
- (b) Reimbursement of expenses at actual(s) pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company's Policy, subject to an annual maximum expenditure of ₹ 25 Lakh;
- (c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's Policy;
- (d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Policy of the Company;
- (e) Club fees: Fee for Corporate membership of one Club in India (including admission and annual membership fee);
- (f) Two cars for use of Company's Business, as per Company's Policy;
- (g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the Policy of the Company. Travelling expenses of spouse accompanying the Whole-time Director & CFO on any official overseas or inland trip will be governed as per the Policy of the Company;

- (h) Leave and Encashment of Leave: As per the Policy of the Company;
- (i) Personal Accident Insurance Premium: As per the Policy of the Company;
- (j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund: As per the Policy of the Company;
- (k) Gratuity and / or contribution to the Gratuity Fund of the Company: As per the Policy of the Company;
- (l) 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 future and / or any other allowances, perquisites as the Board may, from time to time decide.
- (m) In case Mr. Sushil Agarwal is elevated to the next higher level of the Company during the tenure of his appointment, the allowances, perquisites and benefits applicable to that level, will also apply to him.
- (n) Annual remuneration review is effective from 1st July each year, as per the Policy of the Company.

- D. Subject as aforesaid, the Whole-time Director & CFO shall be governed by such other Rules as are applicable to the Senior Executives of the Company, from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the services of Mr. Sushil Agarwal, Whole-time Director & CFO will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under Sections 197, 198 read with Schedule V and other applicable provisions of

the Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.

- G. Though considering the provisions of Section 188 of the Act and the applicable Rules and the Schedule of the Act, Mr. Sushil Agarwal would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries / Joint Ventures/ Associates, approval be and is hereby granted by way of 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 / Associates of the Company or companies promoted by the Aditya Birla Group.
- H. So long as Mr. Sushil Agarwal functions as the Whole-time Director of the Company, his office shall not be subject to retirement by rotation.

"RESOLVED FURTHER THAT notwithstanding anything herein above stated, where in any financial year, during the period of his appointment, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration including the perquisites and benefits as aforesaid shall be paid to Mr. Sushil Agarwal in accordance with the applicable provisions of the Act and subject to the approval of the Central Government, if required."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

12. To approve maintenance of the registers of members, debentureholders and other security holders and related registers / records at a place other than the registered office of the Company and, in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 88, 94 and any other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members of the Company be and is hereby granted for keeping the registers of members, debenture holders and other security holders and such other related registers, documents, records, etc. of the Company, at the office of the Company's Registrars and Transfer Agents, (Registrars) Sharepro Services (India) Private Limited (appointed as such with effect from 1st October 2015), at its office situated at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai 400 072, instead of keeping the same at the registered office of the Company at Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh."

"RESOLVED FURTHER THAT the registers, indexes, returns, documents etc. as aforesaid be kept open for inspection for persons entitled thereto at the above mentioned place, between the hours of 10.30 a.m. and 1.30 p.m. on any working day of the Registrars except when the Registers and Books are closed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee constituted or to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

By Order of the Board



Hutokshi Wadia
Sr. Vice President &
Company Secretary

Place: Mumbai
Date: 7th August 2015

NOTES FOR MEMBERS' ATTENTION:

- 1) The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the businesses under Item Nos. 6 to 12 of the Notice as set out above, is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING / AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3) 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. A Proxy Form for the Meeting is enclosed.
- 4) A person can act as proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 5) Corporate members intending to depute their authorized representative to attend the meeting pursuant to Section 113 of the Act are requested to send a duly certified true copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions / authority, as applicable.
- 6) During the period beginning 24 hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.
- 8) The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the AGM.
- 9) In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
- 10) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 5th September 2015 to Saturday, 19th September 2015 (both days inclusive), for the purpose of payment of dividend, if any, approved by the Members.
- 11) Subject to the provisions of the Act, dividend as recommended by the Board, if approved at the Meeting, will be paid within a period of 30 days from the date of declaration, to those Members or their mandates whose names are registered in the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business hours on Friday, 4th September 2015 as per the lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the equity shares held in electronic form; and
 - b) as Members after giving effect to all valid equity share transfers in physical form which are lodged with the Company on or before Friday, 4th September 2015.Equity shares that may be allotted upon exercise of stock option granted under the Employee Stock Option Scheme(s) before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the meeting.
- 12) a) Members are advised to avail of the facility for receipt of future dividends through National Electronic Clearing Service (NECS). Members holding shares

in dematerialized mode are requested to contact their respective Depository Participants (DPs) for availing NECS facility. Members holding shares in physical form are requested to download the NECS 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, Members are requested to intimate the Share Department of the Company under the signature of the Sole / First Joint holder, 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 the Sole / First Joint holder and Folio No.
- 2) Particulars of the bank account, viz.:
 - i) Name of the bank
 - ii) Name of the branch
 - iii) Complete address of the bank with Pin Code Number
 - iv) Account type, whether saving (SB) or current account (CA)
 - v) Bank Account Number allotted by the Bank

13) Members who hold shares in the dematerialized 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. Members are also requested to give the MICR Code of their banks to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.

14) Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the

Companies Act, 1956, all unpaid and unclaimed dividend remaining unpaid and unclaimed for a period of 7 (seven) years from the date they became due for payment, have been transferred to the General Reserve Account/ Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, unpaid and unclaimed dividend upto the year ended 31st March 2007 has already been transferred to the said Account/ Fund. Shareholders who have so far not encashed the dividend warrant(s) for the year ended 31st March 2008 or any subsequent years are requested to make their claim to the Share Department of the Company.

In terms of the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded information in respect of unclaimed and unpaid dividend in respect of the financial years from 2007-08, as on the date of the 67th Annual General Meeting held on 6th September 2014, on the website of the IEPF, www.iepf.gov.in and on the website of the Company, www.grasim.com.

15) Shareholders are requested to read the "Shareholder' Information" section of the Annual Report for useful information.

16) Members desirous of obtaining any information / clarification on the Accounts and Operations of the Company are requested to address their communication to the Company at its registered office, so as to reach at least one week before the date of the Meeting so that the required information can be made available at the Meeting, to the extent possible.

17) Additional information, pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, in respect of the Directors seeking appointment / re-appointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent / declaration for their appointment/ re-appointment as required under the Act and the Rules thereunder.

18) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by

every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs. and those holding shares in physical form are requested to submit their PAN to the Share Department of the Company.

- 19) Pursuant to the provisions of Section 101 and 136 of the Act read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email addresses either with their DPs or the Company. The Notice of this AGM along with the Annual Report for the year ended 31st March 2015 is being sent by electronic mode to those members whose email addresses are registered with the DPs / Company unless a member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those members who have not registered their email addresses. The Annual Report for the year ended 31st March 2015 circulated to the members is available on the Company's website, www.grasim.com.

Members holding shares in physical mode are requested to register their e-mail addresses with the Share Department of the Company and Members holding shares in demat mode are requested to register their e-mail addresses with their respective DPs, in case the same is still not registered.

If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Share Department of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

- 20) **Voting through electronic means / ballot forms**

In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members the facility to exercise

their right to vote at the Meeting by electronic means and the business may be transacted through remote e-voting platform provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting). In order to enable the Members, who do not have the access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company is enclosing a Ballot Form with the Notice.

The procedure and instructions for remote e-voting are as follows:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
- i. Open the e-mail and the PDF file, viz. "Grasim e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on "Shareholder – Login".
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.

- vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Grasim Industries Limited. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on scrutinizer.grasim@adityabirla.com with a copy marked to evoting@nsdl.co.in.
 - xi. In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) - Shareholders' and 'E-Voting User Manual - Shareholders', available at the downloads section of www.evoting.nsdl.com or call NSDL toll free no.- 1800-222-990. You may also mail your queries to NSDL by sending an email to evoting@nsdl.co.in.
 - xii. You may also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- B. In case a Member receives physical copy of the Notice of AGM:
- i. User ID and initial password are provided in the enclosed Attendance Slip.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on Wednesday, 16th September 2015 (9.00 a.m. IST) and ends on Friday, 18th September, 2015 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Saturday, 12th September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. Mr. Ashish Garg, Practicing Company Secretary, (FCS 5181 & C.P. No. 4423) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
 - iii. Members who do not have access to remote e-voting facility may send duly completed Ballot form (enclosed with the Notice) so as to reach the Scrutiniser not later than Friday, 18th September 2015 (5:00 p.m.). Ballot form(s) received after this date will be treated as invalid.
 - iv. A Member can opt for only one mode of voting. i.e. either through remote e-voting or by Ballot form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
 - v. The Members who have cast their vote by remote e-voting or Ballot Form prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - vi. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman will order voting for all those Members who

are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.

- vii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, i.e., 12th September 2015.
- viii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e., 12th September 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or call NSDL toll free no.- 1800-222-990.
- ix. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and also votes cast by Ballot Form, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of

the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.

- x. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.grasim.com and on the website of NSDL, www.evoting.nsdl.com immediately after the results are declared by the Chairman of the Meeting or a person authorised by him and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
 - xi. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of remote e-voting, Ballot Form and the voting held at the AGM.
- 21) Members/Proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.
 - 22) The Audited Accounts in respect of each of the subsidiary companies are available on the Company's website, www.grasim.com.
 - 23) The route map of the venue of the Meeting is annexed to the Notice. The prominent landmark for the venue is that it is close to Indubhai Parekh Memorial Hospital, Nagda - 456 331, Madhya Pradesh.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. O. P. Rungta as an Additional Director of the Company as also an Independent Director for a term of 5 consecutive years w.e.f. 25th September 2014, subject to the approval of the Members.

As per Section 161 of the Companies Act, 2013 (the Act), Mr. Rungta being an Additional Director, holds office upto the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from Mr. Rungta along with the deposit of requisite amount under Section 160 of the Act, signifying his candidature for the office of the Director of the Company. Mr. Rungta has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Clause 49 of the Listing Agreement, Mr. Rungta is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Rungta fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the Management.

The terms and conditions of appointment of Mr. Rungta shall be open for inspection at the registered office of the Company during business hours on any working day of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rungta as an Independent Director is now being placed before the Members in the Meeting for their approval.

Mr. Rungta is not related to any other Director of the Company. A brief resume of Mr. Rungta, as

required under Clause 49 of the Listing Agreement is set out as an Annexure to the Notice.

The Board considers that the proposed appointment of Mr. Rungta as an Independent Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company and bring diversity to the composition of the Board. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Rungta as an Independent Director, for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. O. P. Rungta, being an appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, deals with private placement of securities by a company. Sub Rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-Convertible Debentures (NCDs) on private placement basis, the company shall obtain the previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for subscription to such debentures during the year. In order to augment long-term resources for financing, inter alia, to meet the liabilities, if any, of Aditya Birla Chemicals (India) Limited (ABCIL) post the merger of ABCIL with the Company, capital expenditure, prepayment of high cost debts and/ or general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement basis, issuable / redeemable at par on such terms and conditions as the Board of Directors may from time to time determine. The issue price shall be based around the then prevailing market price of similar rated securities issued by other companies.

Accordingly, consent of the Members is sought to enable the Board of Directors of the Company to offer or invite subscription for NCDs, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for the approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Registration No. 7464), to conduct the audit of the cost records of the Company, including audit of cost records of the Units of Aditya Birla Chemicals (India) Limited, post its merger with the Company, at a remuneration of a sum not exceeding ₹ 2,65,000/- (Rupees Two Lakh Sixty Five Thousand Only), plus applicable taxes and reimbursement of actual travel and out of pocket expenses, for the financial year ending 31st March 2016.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2016.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for the approval by the Members.

None of the Directors / Key Managerial Personnel/ their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 8 of the Notice.

Item No. 9

Mr. Thomas Varghese, a senior management employee of the Company, was deputed / seconded to oversee the operations of Grasim Bhiwani Textiles Limited (GBTL), a wholly owned subsidiary of the Company. GBTL had appointed Mr. Thomas Varghese as its Whole-time Director (WTD) w.e.f. 1st April 2014 for a period of 3 years after obtaining the approval of the shareholders for his appointment and remuneration.

On 23rd April 2015, Mr. Thomas Varghese tendered his resignation as the WTD of GBTL w.e.f. the close of business hours on 30th June 2015. Mr. Thomas Varghese continues as a senior management employee of the Company.

On account of inadequacy of profits of GBTL in the financial year 2014-15 and for the period 1st April 2015 to 30th June 2015 and in light of the limits on managerial remuneration thereby applicable to GBTL under Section 197 and other applicable provisions of the Companies Act, 2013 (the Act), GBTL was eligible to pay Mr. Thomas Varghese, remuneration upto a sum of ₹ 1.2 Crore per annum.

In terms of the provisions of Section 197 read with Section III(a) of Part II of Schedule V of the Act, a company (in this case, GBTL) is entitled to pay remuneration in excess of the limits applicable under Section 197 read with Section II of Part II of Schedule V of the Act, without Central Government approval, if: (a) the remuneration in excess of such limits is paid by any other company and such other company is either a foreign company or has got the approval of its shareholders in general meeting to make such payment; and (b) such other company treats the aforementioned amount as managerial remuneration for the purpose of Section 197 and the total managerial remuneration payable by such other company to its managerial persons, including such aforementioned amounts, is within permissible limits under Section 197.

In light of the aforementioned provisions, part remuneration of Mr. Varghese as the WTD of GBTL borne by the Company is (a) ₹ 2.48 Crore plus perquisites, for the period of 1st April 2014 to 31st March 2015; and (b) ₹ 0.62 Crore plus perquisites, for the period of 1st April 2015 to 30th June 2015. The said payment has been treated as managerial remuneration by the Company, for the purposes of Section 197 of the Act.

Accordingly, the consent of the Members by way of approval, confirmation and ratification is sought for the payment of part remuneration of Mr. Thomas Varghese, for acting as the WTD of GBTL.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for the approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

Item Nos. 10 & 11

The Board of Directors at its meeting held on 2nd May 2015, appointed Mr. Sushil Agarwal (DIN 00060017), as an Additional Director of the Company w.e.f. 1st July 2015, pursuant to provisions of Section 161 of the Companies Act, 2013 (the Act), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee. At the said meeting, the Board also appointed Mr. Sushil Agarwal as the Whole-time Director & Chief Financial Officer (CFO) of the Company, for a period of five years, with effect from 1st July 2015, subject to the approval of the shareholders, pursuant to the provisions of Sections 196, 197 and other applicable provisions read with Schedule V of the Act and the Rules made thereunder.

As an Additional Director, Mr. Sushil Agarwal holds office upto the date of this Meeting and is eligible to be appointed as a Director. The Company has received a notice in writing from Mr. Sushil Agarwal along with the deposit of requisite amount under Section 160 of the Act signifying his candidature for the office of the Director of the Company. Mr. Sushil Agarwal has consented to act as a Director of the Company.

Mr. Sushil Agarwal has been associated with the Aditya Birla Group for more than 27 years and during such association he has served in various positions in the Group. Prior to his appointment, Mr. Sushil Agarwal was the Whole-time Director & Chief Financial Officer of Aditya Birla Nuvo Limited, a Group Company. Considering his long association with the Group and considerable experience in multi business, multi sector and multi cultural exposure including cross border, financial & commercial activities, the Board recommends the appointment of Mr. Sushil Agarwal as the Whole-time Director & CFO of the Company, for a period of five (5) years, w.e.f. 1st July 2015, on the terms as to remuneration and otherwise as set out in the Resolution at the item No. 11.

Considering Mr. Sushil Agarwal's experience and seniority and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Mr. Sushil Agarwal is not related to any other Director of the Company. A brief resume of Mr. Sushil Agarwal, as required under Clause 49 of the Listing Agreement, is set out as an Annexure to the Notice.

The Board commends the Ordinary Resolutions set out at Item Nos. 10 & 11 of the Notice for the approval by the Members.

Except Mr. Sushil Agarwal, being an appointee, none of the other Directors / Key Managerial Personnel / their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at Item Nos. 10 & 11 of the Notice.

Item No. 12

The Company has around 1.4 Lakh shareholders and presently securities related work is done in-house. The Company is registered as Share Transfer Agents in Category II under Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (the Regulations) for carrying out the activities specified therein.

Considering, that the external Registrars and Transfer Agents are better equipped, structured and service oriented for meeting the requirements prescribed under the Companies Act, 2013 (the Act), Regulations framed by Securities Exchange Board of India, Listing Agreement with the Stock Exchanges and other applicable laws, rules & regulations, the Board of Directors of the Company has granted its approval to transfer all the existing securities related activities presently being carried out in-house to an external Registrar & Transfer Agent and in this regard has appointed Sharepro Services (India) Private Limited (Sharepro) as its Registrar & Transfer Agent (RTA) w.e.f. 1st October 2015. Sharepro is an ISO 9001 certified company, registered under Category I of the Regulations and is presently acting as RTA for numerous companies. Assigning the said work to them will make available a convenient and dedicated service desk and ensure an efficient and timely service to the investors.

Under the provisions of the Act, certain documents such as register of members and index of members, (separately for each class of equity

and preference shares), register and index of debenture holders, register and index of any other security holders and other related documents are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the registers etc. at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside.

In view of the aforementioned provisions of the Act, it has been decided to keep the registers of members, debentureholders and other security holders and such other related registers, documents, records, etc. of the Company at the premises of the RTA instead of keeping the same at the Registered Office of the Company as stated in the Resolution, subject to the approval of shareholders.

Accordingly, the consent of the Members is sought for maintenance of the registers, records, etc. at the place other than the registered office of the Company.

The Board commends the Special Resolution set out at Item No. 12 of the Notice for the approval by the Members.

None of the Directors / Key Managerial Personnel/ their relatives is in any way, concerned or interested, financially or otherwise in the Resolution set out at the Item No. 12 of the Notice.

By Order of the Board



Hutokshi Wadia
Sr. Vice President &
Company Secretary

Place: Mumbai

Date : 7th August 2015

**Details of the Directors seeking appointment/re-appointment
in the Annual General Meeting to be held on 19th September 2015**

Name of Director	Mr. Kumar Mangalam Birla	Mr. N. Mohan Raj	Mr. O. P. Rungta	Mr. Sushil Agarwal
Date of Birth	14th June 1967	29th November 1953	3rd September 1942	13th June 1963
Date of First Appointment	14th October 1992	21st June 2012	25th September 2014	1st July 2015
Expertise in specific functional areas	Industrialist	Executive Director of LIC	Consultant	Company Executive
Qualification	A.C.A., M.B.A.	M.A. (Eco.)	LLB, F.C.A.	A.C.A.
No. of Equity Shares held (31st March 2015)	23,915*	100	127	278
List of outside Company Directorships held in Indian Public Limited Company	<ol style="list-style-type: none"> Aditya Birla Nuvo Limited Birla Sun Life Asset Management Company Limited Birla Sun Life Insurance Company Limited Century Textiles and Industries Limited UltraTech Cement Limited Hindalco Industries Limited Idea Cellular Limited Pilani Investment & Industries Corporation Limited 	Nil	Nil	<ol style="list-style-type: none"> Pantaloons Fashion & Retail Limited ABNL Investment Limited Aditya Birla Housing Finance Limited Aditya Birla Health Insurance Co. Limited Aditya Birla Insurance Brokers Limited Aditya Birla Money Mart Limited
Chairman/Member of the Committees of the Board of Directors of other Public Limited Companies in which he is a Director				
a) Audit Committee	Nil	Nil	Nil	Pantaloons Fashion & Retail Limited - Member
b) Stakeholders' Relationship Committee	Nil	Nil	Nil	Pantaloons Fashion & Retail Limited - Member

*Including shares held in HUF.

ADITYA BIRLA



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel No.: 07366 - 246760; Fax: 07366 - 244114; email: shares@adityabirla.com; website: www.grasim.com

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No. / DP ID and Client ID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name :
Address :
E-mail ID :
Signature : or failing him / her
2. Name :
Address :
E-mail ID :
Signature : or failing him / her
3. Name :
Address :
E-mail ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 68th Annual General Meeting of the Company, to be held on Saturday, 19th September, 2015 at 11.30 a.m. at the registered office of the Company at Grasim Staff Club, Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh and at any adjournment thereof in respect of such resolutions and as are indicated below:

Tear Here

Item No.	Description of the Resolution	For	Against
1.	a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015 together with the Reports of the Board of Directors and Auditors thereon; and b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2015 together with the Report of the Auditors thereon		
2.	Declaration of Dividend on equity shares for the financial year ended 31st March 2015		
3.	Appointment of Director in place of Mr. Kumar Mangalam Birla (DIN : 00012813) who retires by rotation and being eligible offers himself for re-appointment		
4.	Appointment of Director in place of Mr. N. Mohan Raj (DIN: 00181969) who retires by rotation and being eligible offers himself for re-appointment		
5.	Re-appointment of M/s. G. P. Kapadia & Co., Chartered Accountants (Registration No. 104768W), and Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company and to fix their remuneration		
6.	Appointment of Mr. O. P. Rungta (DIN: 00020559) as an Independent Director of the Company		
7.	Approval for issue of Non - Convertible Debentures on private placement basis		
8.	Ratification of remuneration to be paid to Cost Auditor M/s R. Nanabhoy & Co., Cost Accountants (Registration No. 7464) for financial year 2015-16		
9.	Approval of payment of part remuneration to Mr. Thomas Varghese		
10.	Approval of appointment of Mr. Sushil Agarwal (DIN 00060017) as Director of the Company		
11.	Approval of appointment and remuneration of Mr. Sushil Agarwal (DIN 00060017), as the Whole Time Director and CFO of the Company		
12.	Approval for maintaining registers of members, debentureholders and other security holders and related registers / records at a place other than the Registered Office of the Company		

Signed this day of 2015



.....
Signature of Member(s)

.....
Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 68th Annual General Meeting of the Company.
- It is optional to put an "x" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank in respect of the Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.

ADITYA BIRLA



GRASIM INDUSTRIES LIMITED

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

CIN: L17124MP1947PLC000410

Tel No.: 07366 - 246760; Fax: 07366 - 244114; email: shares@adityabirla.com; website: www.grasim.com

68th Annual General Meeting : Saturday, 19th September, 2015

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name of First named shareholder :
2. Postal address :
3. Registered Folio No. / DP ID No. / Client ID No.*
(*Applicable to Members holding shares in dematerialized form) :
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed at the 68th Annual General Meeting of the Company to be held on Saturday, 19th September, 2015 at 11.30 a.m. at the Registered Office of the Company at Grasim Staff Club, Birlagram, Nagda - 456 331, District Ujjain, Madhya Pradesh in respect of the businesses as stated in the Notice of the Company dated 7th August 2015 by conveying my /our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description of the Resolution(s)	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2015 together with the Reports of the Board of Directors and Auditors thereon; and b) Adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2015 together with the Report of the Auditors thereon			
2.	Declaration of Dividend on equity shares for the financial year ended 31st March 2015			
3.	Appointment of Director in place of Mr. Kumar Mangalam Birla (DIN : 00012813) who retires by rotation and being eligible offers himself for re-appointment			
4.	Appointment of Director in place of Mr. N Mohan Raj (DIN: 00181969) who retires by rotation and being eligible offers himself for re-appointment			
5.	Re-appointment of M/s. G.P. Kapadia & Co., Chartered Accountants (Registration No. 104768W), and Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W-100018), the retiring Joint Statutory Auditors of the Company and to fix their remuneration			
6.	Appointment of Mr. O. P. Rungta (DIN: 00020559) as an Independent Director of the Company			

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Item No.	Description of the Resolution(s)	No. of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
7.	Approval for issue of Non - Convertible Debentures on private placement basis			
8.	Ratification of remuneration to be paid to Cost Auditor M/s R. Nanabhoy & Co., Cost Accountants (Registration No. 7464) for the financial year 2015-16			
9.	Approval of payment of part remuneration to Mr. Thomas Varghese			
10.	Approval of appointment of Mr. Sushil Agarwal (DIN 00060017) as Director of the Company			
11.	Approval of appointment and remuneration of Mr. Sushil Agarwal (DIN 00060017), as the Whole Time Director and CFO of the Company			
12.	Approval for maintaining registers of members, debentureholders and other security holders and related registers / records at a place other than the Registered Office of the Company			

Place :

Date :

.....

Signature of Member / Beneficial Owner

INSTRUCTIONS FOR FILLING THE BALLOT FORM

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Mr. Ashish Garg, Practicing Company Secretary, (Membership No. FCS 5181 & C.P. No. 4423) at Grasim Industries Limited, Share Department, Birlagram, Nagda 456331 (M.P.) India.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned Ballot Forms will be rejected.
4. A Member need not cast all the votes in the same manner.
5. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, 18th September 2015
6. The Scrutinizer's decision on the validity of a Ballot Form will be final.