



## SCRUTINIZER'S REPORT

To  
The Board of Directors,  
Aditya Birla Chemicals (India) Limited  
Garhwa Road,  
Rehla – 822 124,  
Distt. – Palamu,  
Jharkhand

*Dear Sirs,*

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of Board of Directors of the Company dated 11<sup>th</sup> February 2015.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot and e-voting dated the 27<sup>th</sup> day of May, 2015. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting received through postal ballots as provided by M/s C. B. Management Services Private Limited, Kolkata the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
  - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) via electronic mode by 29<sup>th</sup> day of May, 2015 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 22<sup>nd</sup> day of May, 2015.
  - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - (c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
  - (d) The ballot boxes were opened after 6 p.m. on Tuesday, 30<sup>th</sup> day of June, 2015, in our presence.

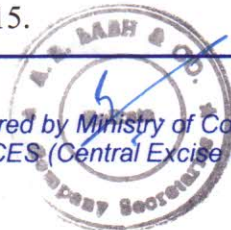




- (e) The postal ballot forms were duly opened in our presence and scrutinized.
- (f) All postal ballot forms received on or before 6 p.m. on Tuesday, 30<sup>th</sup> day of June, 2015, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 6 p.m. on Tuesday, 30<sup>th</sup> day of June, 2015, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

1.	Total No. of Postal Ballot Forms Received	121
2.	Total No. of Invalid Postal Ballot Forms	15
3.	Total No. of Valid Postal Ballot Forms	106
4.	Total No. of Valid Postal Ballot Forms in favour of the Resolution	102
5.	Total No. of Valid Postal Ballot Forms against the Resolution	4
6.	Total No. of valid Votes / Shares casted	20131
7.	Total No. of valid Votes / Shares in favour of the Resolution	19431
8.	Total No. of valid Votes / Shares against the Resolution	700

- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system ([www.evotingindia.com](http://www.evotingindia.com)).
- (k) The e-voting period remained open from 9:00 A.M. IST on Monday, the 1<sup>st</sup> day of June, 2015 up to 6:00 P.M. IST on Tuesday, the 30<sup>th</sup> day of June, 2015.
- (l) The Shareholders holding shares as on the “cut off” date, i.e. 22<sup>nd</sup> day of May, 2015 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot and e-voting dated 27<sup>th</sup> day of May, 2015.





(m) The result of the electronic voting was downloaded after 6 p.m. on Tuesday, 30<sup>th</sup> day of June, 2015 from CDSL website providing the platform for e-voting system ([www.evotingindia.com](http://www.evotingindia.com)) and were unblocked in the presence of Mr. Narayan Chandra Saha and Mr. Raju Chowdhury (not being the employees of the Company) and has been included in our report.

(n) Summary of the votes casted through Electronic Voting System [EVSN: 150525003] is as follows :-

Total Folios Voted	11
Total Folios Voted in Favour of the Resolution	11
Total Folios Voted Against the Resolution	Nil
Total No. of Votes / Shares casted through e-voting system	2302269
Total No. of Votes / Shares casted in favour of the Resolution	2302269
Total No. of Votes / Shares casted against the Resolution	Nil

(o) Hence, final consolidated summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

**Resolution No. 1**

***Approval of the Scheme of Amalgamation of Aditya Birla Chemicals (India) Limited with Grasim Industries Limited and their respective shareholders and creditors***

Sr. No.	Votes casted	No of Folios voted	Votes through Postal Ballot	Votes through Electronic Voting	Total No. of Votes / Shares	% of Valid Votes Received
1.	Favour	113	19431	2302269	<b>2321700</b>	<b>99.97</b>
2.	Against	4	700	Nil	<b>700</b>	<b>0.03</b>
<b>Total</b>					<b>2322400</b>	<b>100.00</b>

Note: **Promoter and Promoter Group have not casted any vote in this voting process through Postal Ballot and E-voting.**



