



RECEIVED

2006 AUG 15 P 1:37

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE  
**BY AIR MAIL**

July 29, 2006

**Securities & Exchange Commission**  
Division of Corporate Finance  
450, Fifth Street  
Washington DC 20459, USA



082-03322

Unique ID No.(UIN) 100013425

**SUPPL**

Dear Sir,

**Re: Secretarial Audit Report**

With reference to Circular No. D&CC/FITTC/CIR-16/2002 dated 31.12.2002 of the Securities and Exchange Board of India, please find enclosed herewith the Secretarial Audit Report of the Company, in the prescribed format, for the quarter ending 30<sup>th</sup> June, 2006 done by M/s A. Mehta & Co., Practicing Company Secretaries of Indore dated 18.07.2006 which is taken on record by the Board of Directors of the Company in their meeting held on 29<sup>th</sup> July,2006.

Please acknowledge the receipt

Thanking You,  
Yours faithfully

*Ashok Malu*  
**Ashok Malu**  
**Company Secretary**

**PROCESSED**  
**AUG 17 2006**  
**THOMSON FINANCIAL**

encl: as above

*Jew 8/15*

**GRASIM INDUSTRIES LIMITED**

(Corporate Finance Division)

Aditya Birla Centre, 'A' Wing, 2<sup>nd</sup> Floor, S.K. Ahire Marg, Worli, Mumbai 400 030.  
Tel. 91-22-6652 5000 / 2499 5000 • Fax. 91-22-6652 5114 / 2499 5114 • Email: grasimcfd@adityabirla.com  
Registered Office : P.O. Birlagram, Nagda - 456 331 (M.P.)

**SECRETARIAL AUDIT REPORT**

- 1 For Quarter Ended 30th June 2006  
 2 ISIN INE047A01013  
 3 Face Value Rs, 10/-  
 4 Name of the Company GRASIM INDUSTRIES LIMITED  
 5 Registered Office Address Birlagram, Nagda - 456 331 - Madhya Pradesh  
 6 Correspondence Address Shares Department,  
 Birlagram, Nagda - 456331  
 7 Telephone & Fax Nos. Phone:07366-246760-69, Facsimile:07366-244112  
 8 Email address shares@adityabirla.com

- 9 Names of the Stock Exchanges where the company's securities are listed :  
 BSE & NSE, Mumbai

- 10 Issued Capital  
 11 Listed Capital (Exchange-wise)  
*(as per company records)*

Number of shares	% of Total Issued Cap.
91673654	100
91673654	100

- 12 Held in dematerialised form in CDSL  
 13 Held in dematerialised form in NSDL  
 14 Physical  
 15 Total No.of shares (12+13+14)

3286775	3.59
75508559	82.37
12878320	14.05
91673654	100.00

- 16 Reasons for difference if any, between (10&11) , (10&15) , (11&15) :  
 There is no difference.

- 17 Certifying details of changes in share capital during the quarter under consideration as per Table below :

Particulars* **	No.of shares	Applied / Not Applied for listing	Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
Amalgamation	18	Applied	BSE and NSE	Yes	Yes	No

**Note:** In-principle approval of 18 shares which were allotted on 31.03.06 has been obtained in the quarter under consideration from both Stock Exchanges i.e. NSE & BSE.



\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

18 Register of Members is updated (Yes / No ) Yes

If not, updated upto which date

19 Reference of previous quarter with regards to excess dematerialised shares,if any.

Not Applicable

20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?

Not Applicable

21 Mentioned the total no.of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No.of demat requests	No.of requests	No.of shares	Reasons for delay
Confirmed after 21 Days	None	Nil	Not Applicable
Pending for more than 21 days	None	Nil	Not Applicable

22 Name, Telephone & Fax No. of the Compliance Officer of the Co.:

Mr. Ashok Malu (Tel) 07366 – 246760, (Fax) 07366 - 244112

23 Name, Address, Tel. & Fax No., Regn. no. of the Auditor :

A. Mehta & Co. Company Secretaries  
3-D, "Padm-Prabh", 11/3, Manoramaganj, Indore  
Tel : 0731-2496858/098263-31936 CP-2028

24 Appointment of common agency f if yes (name & address)

No common agency. Company is doing this work.

25 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.)

Place : Indore

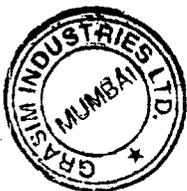
Dated: 18.07.2006



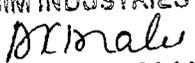
for A. MEHTA & Co.

Company Secretaries

  
ASHOK MEHTA  
Proprietor



CERTIFIED TRUE COPY  
FOR GRASIM INDUSTRIES LIMITED

  
ASHOK MALU  
COMPANY SECRETARY