



May 27, 2019

**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street,**  
**Fort,**  
**Mumbai - 400 001**  
**Scrip Code No. 506076 (BSE)**

**National Stock Exchange of India Limited**  
**“Exchange Plaza”,**  
**Bandra Kurla Complex,**  
**Bandra (East)**  
**Mumbai - 400 051**  
**Symbol : GRINDWELL**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019, dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report issued by Parikh & Associates, Practising Company Secretaries, for the financial year 2018-19.

You are requested to kindly take the above information on records.

Thanking you,

Yours faithfully,  
For **Grindwell Norton Limited**

K. 

**K. Visweswaran**  
**Company Secretary**  
**Membership No. A16123**

5<sup>th</sup> Level, Leela Business Park,  
Andheri-Kurla Road, Andheri (East),  
Mumbai 400 059

Secretarial Compliance Report of Grindwell Norton Limited for the year ended March 31, 2019

To,  
Grindwell Norton Limited  
Leela Business Park, 5th Level,  
Andheri-Kurla Road,  
Marol, Andheri (East),  
Mumbai – 400 059

We Parikh & Associates have examined:

- a) all the documents and records made available to us and explanation provided by Grindwell Norton Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:





- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ..... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Mumbai  
Date: 24.05.2019



For Parikh & Associates

Signature:

Mitesh Dhaliwala

FCS No.: 8331 C P No.: 9511