



July 29, 2021

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Fort
Mumbai 400 001

Symbol: GRINDWELL

Scrip Code No. 506076

Dear Sir/Madam,

71st Annual General Meeting (“AGM”) and voting results

The 71st AGM of the Company was held today and the business mentioned in the Notice dated May 7, 2021 were transacted. In this regard, please find enclosed the following:

- Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- Voting results as required under Regulation 44 of the Listing Regulations.
- Report of Scrutinizer dated July 29, 2021, pursuant to Section 108 of the Companies Act, 2013 (“Act”) and Rules framed thereunder.

This is for your information and records.

The Company facilitated live webcast of the proceedings of the meeting. The archive of webcast of the 71st Annual General Meeting is being made available on the Company’s website, www.grindwellnorton.co.in.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**

K. Visweswaran
Company Secretary
Membership No. A16123

5th Level, Leela Business Park,
Andheri Kurla Road, Marol,
Andheri (East), Mumbai - 400 059

Encl: As above.

Summary of proceedings of the 71st Annual General Meeting:

The 71st Annual General Meeting (“AGM”) of the Members of Grindwell Norton Limited (“GNO”) was held on Wednesday, July 28, 2021 at 3:00 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). The meeting was held in compliance with the Circular dated May 5, 2020, April 8, 2020, April 13, 2020, and January 13, 2021, issued by the Ministry of Corporate Affairs (“MCA”) and Circular issued by the Securities and Exchange Board of India (“SEBI”) dated May 12, 2020, and January 15, 2021.

Directors in attendance through VC/OAVM	Joined through VC/OAVM from
Mr. Keki Elavia Chairman	Mumbai
Dr. Archana Hingorani Independent Director	Mumbai
Mr. Subodh Nadkarni Independent Director	New York, USA
Mr. Laurent Tellier Non-Executive Director	China
Mr. Anand Mahajan Non-Executive Director	Mumbai
Mr. Krishna Prasad Alternate, Executive Director	Mumbai
Mr. B. Santhanam Managing Director	Chennai
Mr. Deepak Chindarkar Chief Financial Officer	Mumbai
Mr. K. Visweswaran Company Secretary	Mumbai
Mr. Sachin Parekh Price Waterhouse Chartered Accountants LLP	Mumbai
Mitesh Dhabliwala Parikh & Associates, Company Secretaries	Mumbai

Mr. Keki Elavia chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He requested other Directors to introduce themselves.

The Chairman delivered his speech. The Chairman informed that the Company has provided the Members, facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes electronically at the Meeting.

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The following items of business, as per the Notice of AGM dated May 7, 2021, were transacted at the meeting.

Item No.	Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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 March 31, 2021, together with the Report of the Auditors thereon.	Ordinary
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2021.	Ordinary
3.	To appoint a Director in place of Mr. Sreedhar Natarajan (Director Identification No. 08320482), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Business		
4.	Ratification of Remuneration to Cost Auditor of the Company.	Ordinary

The clarification was provided to the queries raised by the Member(s).

The Chairman authorised the Company Secretary to declare the results of voting.

Mr. Mitesh Dhaliwala, who was appointed as the Scrutinizer to scrutinize the voting by remote e-voting and votes cast at the AGM in fair and transparent manner, has submitted his report. The Scrutinizer's Report was received and accordingly all the Resolutions as set out in the Notice were declared as passed.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**



K. Visweswaran
Company Secretary
Membership No. A16123

Grindwell Norton Limited										
Details of Voting Results										
Date of the AGM/EGM										28-Jul-21
Total number of shareholders on record date										30916
No. of Shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:										Not Applicable
Public:										
No. of Shareholders attended the meeting through Video Conferencing:										5
Promoter and Promoter Group:										46
Public:										Ordinary Resolution
Resolution Required: (Ordinary/Special)										No
Whether promoter/promoter group are interested in the agenda/resolution?										
ORDINARY BUSINESS:										
Item No. 1:										
To receive, consider and adopt:										
a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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 March 31, 2021, together with the Report of the Auditors thereon.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] *100	[8]
1	Promoter and Promoter Group	E-Voting	64,574,772	57,128,000	88.4680	57,128,000	0	100.0000	0.0000	0
		Poll		1,057,028	1.6369	1,057,028	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		58,185,028	90.1049	58,185,028	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	19,452,972	18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
		Poll		0	0.0000	0	0	0.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0.0000
3	Public-Others	E-Voting	26,692,256	1,545,337	5.7895	1,545,312	25	99.9983	0.0016	0
		Poll		2,512	0.0094	2,512	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		1,547,849	5.7989	1,547,824	25	99.9984	0.0016	0.0000
Total			110,720,000	78,581,070	70.9728	78,581,045	25	100.0000	0.0000	0



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Resolution Required: (Ordinary/Special)		Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
ORDINARY BUSINESS:										
Item No. 2:										
To declare a dividend on Equity Shares for the financial year ended March 31, 2021.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] *100	[8]
1	Promoter and Promoter Group	E-Voting	64,574,772	57,128,000	88.4680	57,128,000	0	100.0000	0.0000	0
		Poll		1,057,028	1.6369	1,057,028	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		58,185,028	90.1049	58,185,028	0	100.0000	0.0000	0
2	Public- Institutional holders	E-Voting	19,452,972	18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
		Poll		0	0.0000	0	0	0.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
3	Public-Others	E-Voting	26,692,256	1,566,048	5.8670	1,566,023	25	99.9984	0.0015	0
		Poll		2,512	0.0094	2,512	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		1,568,560	5.8764	1,568,535	25	99.9984	0.0016	0
Total			110,720,000	78,601,781	70.9915	78,601,756	25	100.0000	0.0000	0



K. [Signature]

Resolution Required: (Ordinary/Special)		Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
ORDINARY BUSINESS:										
Item No. 3: To appoint a Director in place of Mr. Sreedhar Natarajan (Director Identification No. 08320482), who retires by rotation and being eligible, offers himself for re-appointment.										
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes	
		[1]	[2]	[3] = [(2)/(1)] *100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] *100	[8]	
1	Promoter and Promoter Group	64,574,772	E-Voting	57,128,000	88.4680	57,128,000	0	100.0000	0.0000	0
			Poll	1,057,028	1.6369	1,057,028	0	100.0000	0.0000	0
			Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0
			Total	58,185,028	90.1049	58,185,028	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	19,452,972	E-Voting	18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
			Poll	0	0.0000	0	0	0.0000	0.0000	0
			Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0
			Total	18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0.0000
3	Public-Others	26,692,256	E-Voting	1,566,047	5.8670	1,437,340	128,707	91.7814	8.2185	0
			Poll	2,512	0.0094	2,512	0	100.0000	0.0000	0
			Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0
			Total	1,568,559	5.8764	1,439,852	128,707	91.7946	8.2054	0
Total		110,720,000	78,601,780	70.9915	78,473,073	128,707	99.8363	0.1637	0	



K. Henry

Resolution Required: (Ordinary/Special)					Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?					No					
SPECIAL BUSINESS:										
Item No. 4:										
Ratification of Remuneration to Cost Auditor of the Company										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3] = [(2)/ (1)] *100	[4]	[5]	[6] = [(4)/ (2)]* 100	[7] = [(5)/(2)] *100	[8]
1	Promoter and Promoter Group	E-Voting	64,574,772	57,128,000	88.4680	57,128,000	0	100.0000	0.0000	0
		Poll		1,057,028	1.6369	1,057,028	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		58,185,028	90.1049	58,185,028	0	100.0000	0.0000	0
2	Public- Institutional holders	E-Voting	19,452,972	18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
		Poll		0	0.0000	0	0	0.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		18,848,193	96.8911	18,848,193	0	100.0000	0.0000	0
3	Public-Others	E-Voting	26,692,256	1,566,048	5.8670	1,565,973	75	99.9952	0.0047	0
		Poll		2,512	0.0094	2,512	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		1,568,560	5.8764	1,568,485	75	99.9952	0.0048	0
Total			110,720,000	78,601,781	70.9915	78,601,706	75	99.9999	0.0001	0

All the resolutions, as set out in the Notice of Annual General Meeting dated May 7, 2021, were passed by the Members by requisite majority.



K. [Signature]

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial
Estate, Off Link Road, Above Shabari
Restaurant, Andheri (W), Mumbai :
400053
Tel No 26301232 / 26301233 /
26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 71st Annual General Meeting of Grindwell Norton Limited held on Wednesday, July 28, 2021 at 3:00 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM').

I, Mitesh Dhhabliwala, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Grindwell Norton Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 71st Annual General Meeting ("AGM") of Grindwell Norton Limited on Wednesday, July 28, 2021 at 3:00 p.m. IST through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process at the said AGM.

The notice dated May 07, 2021, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.

The Company had availed the e-voting facility offered by KFin Technologies Private Limited ("KFintech") for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The remote e-voting period commenced on Sunday, July 25, 2021 (9:00 a.m. IST) and ended on Tuesday, July 27, 2021 (5:00 p.m. IST) and the KFintech e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the “cut-off” date of Wednesday, July 21, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the KFintech e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and

the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
176	7,85,81,045	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare a dividend on Equity Shares for the financial year ended March 31, 2021.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
177	7,86,01,756	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	25	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Sreedhar Natarajan (Director Identification No. 08320482), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
167	7,84,73,073	99.84

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	1,28,707	0.16

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution**Ratification of Remuneration to Cost Auditor of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
174	7,86,01,706	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	75	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

MITESH**DHABLIWALA**
Mitesh Dhabliwala**Parikh & Associates****Practising Company Secretaries**

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai

Dated: July 29, 2021.

Digitally signed by MITESH DHABLIWALA
DN: c=IN, o=Personal, postalCode=400056, st=Maharashtra,
2.5.4.20=5f5f5f5f136c4902a2654865d1102a324bc0cd68397ae0205ac7
612466568b799,
serialNumber=222A764E922364ED9DF23475021F080E28C6D4C,
emailAddress=796474639C604E4700182C5348EDC032700300E805
5881E40027F5756775FA, cn=MITESH DHABLIWALA
Date: 2021.07.29 11:37:38 +05'30'