

July 24, 2020

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Symbol: GRINDWELL BSE Limited P.J. Towers, Dalal Street Mumbai 400 001 Scrip Code No. 506076 (BSE)

Dear Sirs,

#### 70th Annual General Meeting ("AGM") and voting results

The 70<sup>th</sup> AGM of the Company was held today through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and the business mentioned in the Notice dated May 20, 2020 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 24, 2020, 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 70<sup>th</sup> AGM 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





#### Summary of proceedings of the 70th Annual General Meeting:

The 70<sup>th</sup> Annual General Meeting ("AGM") of the Members of Grindwell Norton Limited ("GNO") was held on Friday, July 24, 2020 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 read with Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular issued by the Securities and Exchange Board of India ("SEBI").

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

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.





.. 2 ..

The following items of business, as per the Notice of AGM dated May 20, 2020, were transacted at the meeting.

No ·	Resolutions	Type of Resolution
Ord	inary Business	
1.	To receive, consider and adopt:	
	the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and,	Ordinary
	the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.	
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2020	Ordinary
3.	To appoint a Director in place of Mr. Laurent Guillot (Director Identification No. 07412302), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
Spec	cial Business	
4.	Appointment of Mr. Subodh Nadkarni as an Independent Director of the Company	Ordinary
5.	Appointment of Mr. Laurent Tellier as a Director of the Company	Ordinary
6.	Appointment of Mr. B. Santhanam as a Director of the Company	Ordinary
7.	Appointment of Mr. B. Santhanam as the Managing Director of the Company	Ordinary
8.	Appointment of Ms. Isabelle Hoepfner as a Director of the Company	Ordinary
9.	Appointment of Mr. Krishna Prasad as Whole-Time Director designated as Executive Director of the Company	Ordinary
10.	Appointment of Mr. Anand Mahajan as a Director of the Company	Ordinary
11.	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.





.. 3 ..

Mr. Mitesh Dhabliwala, 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

Grindwell Nort	on Limited	
Details of Voti	ng Results	
Date of the AGM/EGM	July 24, 2020	
Total number of shareholders on record date	18531	
No, of Shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	Not Applicable	
Public:	Not Applicable	
No, of Shareholders attended the meeting through Video Conferencing:		
Promoter and Promoter Group:	6	
Public:	44	
Resolution Required: (Ordinary/Special)	Ordinary Resolution	
Whether promoter/promoter group are interested in the agenda/resolution?	No	
ORDINARY BUSINESS:		

#### Item No. 1:

To receive, consider and adopt:

the Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, 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]
		E-Voting		60,121,097	93.1031	60,121,097	C	100.0000	0.0000	
4	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	C	0.0000	0.0000	
	Promoter and Promoter Group	Postal Ballot (if applicable)	04,5/4,7/2	0	0.0000	0	C	0.0000	0.0000	
		Total	经产品的创建并	60,121,097	93.1031	60,121,097	性体系数性。 中原的	100.0000	0.0000	自然を記れて
		E-Voting		19,861,868	85.3355	19,861,868	C	100.0000	0.0000	
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	
_	r dolle- institutional floiders	Postal Ballot (if applicable)	20,270,040	0	0.0000	0	C	0.0000	0.0000	
		Total	<b>高四百倍</b> 以其 190章	19,861,868	85.3355	19,861,868	<b>经</b> 的企业的	100.0000	0.0000	
		E-Voting		22,971				99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
J	i dono-ottero	Postal Ballot (if applicable)	22,070,103	0	0.0000	0	o	0.0000	0.0000	
		Total	经济组织实现重	35,491		1. The second se		A STATE OF THE PROPERTY OF THE PARTY OF THE	Description of the second seco	
	Total		110,720,000	80,018,456	72.2710	80,018,454	2	100.0000	0.0000	SHEET



Resolutio	on Required: (Ordinary/Special)						Ordinar	y Resolution		
Whether	promoter/promoter group are interested	ed in the agenda/resolu	tion?					No		
ORDINA	RY BUSINESS:									
Item No.	2:									
To decla	re a dividend on Equity Shares for	he financial year ende	ed March 31, 2020							
	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]
		E-Voting		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0
4	Bromoter and Bromoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000	0
	Promoter and Promoter Group	Postal Ballot (if applicable)	04,574,772	0	0.0000	0	0	0.0000	0.0000	0
		Total	PERSONAL PROPERTY.	60,121,097	93.1031	60,121,097	是性於2年紀延續20	100.0000	0.0000	0
		E-Voting		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	0
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	0
2	Public- Institutional holders	Postal Ballot (if applicable)	25,275,045	0	0.0000	0	o	0.0000	0.0000	0
		Total	<b>郑伊河周田快速</b>	19,885,007	85.4349	19,885,007		100.0000	0.0000	0
		E-Voting		22,971	0.1004	22,969	2	99.9912	0.0087	0
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	0
3	rubiic-Others	Postal Ballot (if applicable)	22,870,183	0	0.0000	0	o	0.0000	0.0000	0
		Total	<b>3.25米公司</b> 第17级群	35,491	0.1551	35,489	Binness acres 2	99.9944	0.0056	0
	Total		110,720,000	80,041,595	72.2919	80,041,593	120 Back 2	100.0000	0.0000	0



Resolutio	on Required: (Ordinary/Special)						Ordinar	Resolution		
Whether	promoter/promoter group are interest	ted in the agenda/resolu	ion?					No		
ORDINA	RY BUSINESS:									
tem No.	3:									
Го арро	int a Director in place of Mr. Laurer	nt Guillot (Director Ider	tification No. 074	12302), who retires	by rotation and be	ing eligible, offer	s himself for re-ap	pointment		
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes	% 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]
		E-Voting		60,121,097	93,1031	60,121,097	0	100.0000	0.0000	
	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000	
100	Promoter and Promoter Group	Postal Ballot								
		(if applicable)		0	0.0000	0	0	0.0000	0.0000	
		Total	是这些人们是表现的	60,121,097	93,1031	60,121,097	Company of the Compan	100.0000	0.0000	
		E-Voting		19,885,007	85,4349	18,026,588	1,858,419	90.6541	9.3458	
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	
2	Fublic- Institutional floiders	Postal Ballot	25,215,045						100	
		(if applicable)		0	0.0000	0	0	0.0000	0.0000	
		Total	時時後是海岸2000年	19,885,007	85,4349	18,026,588	1,858,419	90.6542	9.3458	<b>制度的图形和图片的</b>
		E-Voting		22,971	0.1004	22,969		99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
3	F dulic-Others	Postal Ballot (if applicable)	22,010,103	0	0.0000	0	0	0.0000	0.0000	
		Total	<b>设置</b> 加度的设备	35,491	0.1551	35,489	2	Southern Carlot Service Servic	0.0056	
	Total		110,720,000	80,041,595	72,2919	78,183,174	1,858,421	97.6782	2,3218	



Resolution Required: (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No
SPECIAL BUSINESS:	
Item No. 4:	

Appoint	ment of Mr. Subodh Nadkarni as an	Independent Director	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]
		E-Voting		60,121,097	93,1031	60,121,097	0	100.0000	0.0000	
1	Promoter and Promoter Group	Poll	64,574,772	. 0	0.0000	0	0	0.0000	0.0000	
	romoter and romoter group	Postal Ballot (if applicable)	04,014,172	0	0.0000	0	0	0.0000	0.0000	3
		Total		60,121,097	93,1031	60,121,097	0	100,0000	0.0000	
		E-Voting		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	
2	Public- Institutional holders	Poll	23,275,045	. 0	0.0000	0	0	0.0000	0.0000	(1)
-	Tublic Institutional Holders	Postal Ballot (if applicable)	25,275,045	0	0.0000	0	0	0.0000	0.0000	3
		Total	MODEL TOWNS AND AS	19,885,007	85,4349	19,885,007	Sites San Section	100.0000	0.0000	
		E-Voting		22,971	0.1004	22,969	2	99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
3	T dollo-odilets	Postal Ballot (if applicable)	llot	0	0.0000	0	0	0.0000	0.0000	
		Total	ABOVE THE	35,491				THE SHOWING CO., INC., LANSING MICHAEL		
	Total		110,720,000	80,041,595	72.2919	80,041,593	统约12000000000000000000000000000000000000	100.0000	0.0000	<b>引加的股票的</b>



Resolution Required: (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No
SPECIAL BUSINESS:	
Item No. 5:	
Appointment of Mr. Laurent Tellier as a Director 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]
		E-Voting		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	
1	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000	
7.	Tromoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
		Total		60,121,097	93.1031	60,121,097	Company Company	100.0000	0.0000	图 对于 25 图 25 图
		E-Voting		19,885,007	85.4349	19,871,677	13,330	99.9329	0.0670	
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	
-	i dallo ilistitational fiologia	Postal Ballot (if applicable)	20,270,040	0	0.0000	0	0	0.0000	0.0000	
		Total	<b>经证据</b>	19,885,007	85.4349	19,871,677	13,330	99,9330	0.0670	DEFINISHER AND
		E-Voting		22,971	0.1004	22,969	2	99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
ÿ.	T dollo Gallera	Postal Ballot (if applicable)	22,070,103	0	0.0000	0	0	0.0000	0.0000	
		Total	HEROLIMIES IN	35,491		35,489		99.9944	0.0056	
	Total		110,720,000	80,041,595	72.2919	80,028,263	13,332	99.9833	0,0167	<b>新型工作的企業的</b>



Resolution Require	ed: (Ordinary/Special)						Ordina	y Resolution		
Vhether promoter/	promoter group are interest	ed in the agenda/resolu	tion?					No		
PECIAL BUSINE	SS:									
em No. 6:										
ppointment of M	fr. B. Santhanam as a Dire	ctor of the Company								
Promot	ter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	A PROPERTY OF THE PARTY OF THE	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]
		E-Voting		60,121,097	93.1031	60,121,097	,	100.0000	0.0000	
1 Promote	Poll	Poll	1	0	0.0000	0		0.0000	0.0000	
Promote	er and Promoter Group	Postal Ballot	64,574,772							

60,121,097

19,885,007

22,971

12,520

19,885,007

35,491 80,041,595

23,275,045

22,870,183

110,720,000

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60,121,097

19,871,677

19,871,677

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35,489

93.1031

85.4349

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72.2919

85.4349

(if applicable)

Total

Poll

Total

Poll

Total

E-Voting

Postal Ballot (if applicable)

2

3

Public- Institutional holders

Public-Others

Total

E-Voting

Postal Ballot (if applicable)



0.0000

0.0000

0.0670

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99.9833

100.0000

13,330

13,330

13,332

Resolution Required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested	in the agenda/resolution?		No					
SPECIAL BUSINESS:								
tem No. 7:								
Appointment of Mr. B. Santhanam as the Man	aging Director of the Company							
		% of Votes						

	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]
		E-Voting		60,121,097	93,1031	60,121,097	C	100.0000	0.0000	
1	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000	(
		Postal Ballot (if applicable)		0	0.0000	0	C	0.0000	0.0000	
		Total	SX SAN TO SAN THE	60,121,097	93,1031	60,121,097		100.0000	0.0000	DOWN THE PARTY OF
		E-Voting	23,275,045	19,885,007	85.4349	19,869,728	15,279		0.0768	
2	Public- Institutional holders	Poll		0	0.0000	0	C	0.0000	0.0000	(
-	T done- monders	Postal Ballot (if applicable)	20,270,040	0	0.0000	0	c	0.0000	0.0000	
		Total	(X) 3/4-12/2	19,885,007	85,4349	19,869,728	15,279	99,9232	0.0768	<b>经过了一种</b>
		E-Voting		22,971	0,1004	A CONTRACTOR OF THE PARTY OF TH		99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	(
3	i dollo-odilora	Postal Ballot (if applicable)	22,070,103	0	0.0000	0	C	0.0000	0.0000	(
		Total	STRUCTURE TO THE	35,491	0.1551			Contract of the Contract of th		
	Total		110,720,000	80,041,595	72.2919	80,026,314	15,281	99.9809	0.0191	<b>高水和開放電路網算</b>



Resolution Required: (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No
SPECIAL BUSINESS:	
Itam No. 9:	

Item No. 8:

Appointment of Ms. Isabelle Hoepfner as a Director of the Company

pomu	ment of Ms. Isabelle Hoepfner as a l	birector of the compar	ly .		fa.		r		r	
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled		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]
		E-Voting		60,121,097	93,1031	60,121,097	0	100.0000	0.0000	
4	Promoter and Promoter Group	and Promoter Group	64,574,772	0	0.0000	0	0	0.0000	0.0000	
14.	Promoter and Promoter Group	Postal Ballot (if applicable)	04,574,772	0	0.0000	0	0	0.0000	0.0000	
		Total	Market State of the	60,121,097	93.1031	60,121,097		100.0000	0.0000	DESCRIPTION OF THE PARTY OF THE
		E-Voting		19,885,007	85.4349	15,475,110	4,409,897	77.8230		
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	
•	T abile monathan notices	Postal Ballot (if applicable)	20,270,010	0	0.0000	0	0	0.0000	0.0000	
		Total	Market State	19,885,007	85,4349	15,475,110	4,409,897	77.8230	22.1770	SERVICE PROPERTY.
		E-Voting		22,971	0.1004	22,969	2	99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
3	r ubito others	Postal Ballot (if applicable)	22,870,183	0	0.0000	0	0	0.0000	0.0000	
		Total	NAMES OF THE OWNERS OF	35,491				99.9944	make a second make a married of the Total Con-	
	Total		110,720,000	80,041,595	72.2919	75,631,696	4,409,899	94.4905	5.5095	<b>美国动物组织 维约州</b>



Resolutio	on Required: (Ordinary/Special)				Ordinary Resolution							
Whether	promoter/promoter group are interest	ed in the agenda/resolu	tion?		No							
	L BUSINESS:											
tem No.	9:											
Appoint	ment of Mr. Krishna Prasad as Who	le-Time Director desig	nated as Executiv	e Director of the Co								
	Promoter/Public	Mode of Voting	Total No. of Shares Held	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]		
		E-Voting		60,121,097	93,1031	60,121,097	0	100.0000	0.0000			
4	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000			
	Promoter and Promoter Group	Postal Ballot	04,374,772									
		(if applicable)		0	0.0000	0	0	0.0000	0.0000			
		Total	<b>加速性的原</b>	60,121,097	93.1031	60,121,097	C	100.0000	0.0000	<b>医</b>		
		E-Voting		19,885,007	85.4349	18,686,517	1,198,490	93.9728	6.0271			
2	Dublic looks since below	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000			
2	Public- Institutional holders	Postal Ballot	23,275,045									
		(if applicable)		0	0.0000	0	0	0.0000	0.0000			
		Total	ASSESSMENT OF THE	19,885,007	85,4349	18,686,517	1,198,490	93.9729	6.0271	BANK MANAGEMENT OF		
		E-Voting		22,971	0.1004	22,969	2	99.9912	0.0087			
•	Public-Others	Poll	22 070 402	12,520	0.0547	12,520	0	100.0000	0.0000			
3	Public-Others	Postal Ballot	22,870,183									
		(if applicable)		0	0.0000	0	0	0.0000	0.0000			
		Total	THE PROPERTY.	35,491				The state of the s				
	Total		110,720,000	80,041,595	72.2919	78,843,103	1,198,492	98.5027	1.4973			



Resolution Required: (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	Yes, deemed to be interested to the extent of their respective shareholding in the Company
SPECIAL BUSINESS:	
Item No. 10:	
Appointment of Mr. Anand Mahajan as a Director 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]
		E-Voting		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	
1 Promot	Promoter and Promoter Group	Poll	64,574,772	0	0.0000	0	0	0.0000	0.0000	
	Tomoter and Fromoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
		Total	Employee and	60,121,097	93.1031	60,121,097	是这些是有效。0	100.0000	0.0000	
		E-Voting		19,885,007	85.4349	19,869,728	15,279	3.000	0.0768	
2	Public- Institutional holders	Poll	23,275,045	0	0.0000	0	0	0.0000	0.0000	
_		Postal Ballot (if applicable)	20,270,010	0	0.0000	0	0	0.0000	0.0000	
		Total	NO CONTRACTOR OF THE PARTY OF T	19,885,007	85.4349	19,869,728	15,279	The second section of the second	0.0768	為此所有不可以與語句
		E-Voting		22,971	0.1004			99.9912	0.0087	
3	Public-Others	Poll	22,870,183	12,520	0.0547	12,520	0	100.0000	0.0000	
	100000000000000000000000000000000000000	Postal Ballot (if applicable)	22,010,100	0	0.0000	0	0	0.0000	0.0000	
		Total	A LONG TO STATE OF	35,491				INCOME STATE OF THE PARTY OF THE PARTY.		
	Total		110,720,000	80,041,595	72.2919	80,026,314	15,281	99,9809	0.0191	<b>阿尔德斯斯斯斯</b>



Resolution Required: (Ordinary/Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No
SPECIAL BUSINESS:	
Item No. 11:	

Ratification of Remuneration to Cost Auditor of the Company

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled		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]
		E-Voting		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	
4	Bromotos and Bromotos Crous	Poll	64 574 772	0	0.0000	0	0	0.0000	0.0000	
	Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
		Total	国际基础研究	60,121,097	93.1031	60,121,097	0	100,0000	0.0000	
	T .	E-Voting		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	
2	Public- Institutional holders	Poll	23 275 045	0	0.0000	0	0	0.0000	0.0000	
-	r dollo- mstitutional noiders	Postal Ballot (if applicable)	25,275,045	0	0.0000	0	0	0.0000	0.0000	
		Total	<b>经现在的支持</b>	19,885,007	85.4349	19,885,007	PARTIE TO THE O	100.0000	0.0000	THE RESERVE AND
		E-Voting		22,971	0.1004	22,944	27	99.8824	0.1175	
3	Public-Others	Poll	22 870 183	12,520	0.0547	12,520	0	100.0000	0.0000	
3	Fubile-Others	Postal Ballot (if applicable)	23,275,045	0	0.0000	0	0	0.0000	0.0000	
		Total		35,491	0.1551	35,464	27	99.9239	0.0761	
	Total		110,720,000	80,041,595	72.2919	80,041,568	27	100.0000	0.0000	<b>克拉斯特尼</b> 斯特斯

All the resolutions, as set out in the Notice of Annual General Meeting dated May 20, 2020, were passed by the Members by requisite majority.



# PARIKH & ASSOCIATES COMPANY SECRETARIES

#### Office

111, 11<sup>th</sup> 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 and e-voting for the 70th Annual General Meeting of Grindwell Norton Limited held on Friday, July 24, 2020 at 3.00 p.m. IST through Video Conferencing('VC') / Other Audio Visual Means ('OAVM').

I, Mitesh Dhabliwala, 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 70th Annual General Meeting ("AGM") of Grindwell Norton Limited on Friday, July 24, 2020 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 20, 2020, 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 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 Tuesday, July 21, 2020 (9:00 a.m. IST) and ended on Thursday, July 23, 2020 (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 Friday, July 17, 2020 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 Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Report of the Auditors thereon.

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

Number	of	members	Number of	valid votes	% of total number of valid
voted			cast by them		votes cast
		138	• •	8,00,18,454	100.00 (Rounded Off)

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

Number	of	members	Number of	valid	votes	% of total number of valid
voted			cast by them			votes cast
		2	· · · · · ·		2	0.00

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, 2020.

# (i) Voted in favour of the resolution:

Number	r of	members	Number of	valid	votes	% of total number of valid
voted			cast by them			votes cast
		140		8,00,	41,593	100.00 (Rounded Off)

# (ii) Voted against the resolution:

Number of voted	members	Number of cast by them	valid votes	% of total number of valid votes cast
	2		2	0.00

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. Laurent Guillot (DIN: 07412302), who retires by rotation and being eligible, offers himself for re-appointment.

# (i) Voted in favour of the resolution:

Number	of	members	Number	of	valid	votes	% of total number of valid
voted			cast by the	em			votes cast
		118			7,81,	83,174	97.68

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

Number	of	members	Number of	valid	votes	% of total number of valid
voted			cast by them			votes cast
		24		18	,58,421	2.32

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

### Resolution 4: Ordinary Resolution

Appointment of Mr. Subodh Nadkarni (DIN: 00145999) as an Independent Director of the Company.

# (i) Voted in favour of the resolution:

Number	of	members	Number of	valid v	votes	% of total number of valid
voted			cast by them			votes cast
		140		8,00,4	1,593	100.00(Rounded Off)

# (ii) Voted against the resolution:

Number	of	members	Number o	of valid	votes	% of total number of valid
voted			cast by the	m		votes cast
		2		•	2	0.00

Number whose vot invalid	 members re declared	Number of invalid votes cast by them
	NIL	NIL

# Resolution 5: Ordinary Resolution

# Appointment of Mr. Laurent Tellier (DIN: 08587279) as a Director of the Company.

# (i) Voted in favour of the resolution:

Number	of	members	Number of	valid	votes	% of total number of valid
voted			cast by them			votes cast
		139		8,00	,28,263	99.98

# (ii) Voted against the resolution:

Number	of	members	Number of	valid	votes	% of total number of valid
voted			cast by them			votes cast
		3			13,332	0.02

Number of whose votes w invalid		Number of invalid votes cast by them
	NIL	NIL

### Resolution 6: Ordinary Resolution

# Appointment of Mr. B. Santhanam (DIN: 00494806) as a Director of the Company

# (i) Voted in favour of the resolution:

Number of voted	members	Number of valid votes cast by them	% of total number of valid votes cast
-	139	8,00,28,263	99.98

# (ii) Voted against the resolution:

	Number voted	of	members	Number of valid vot cast by them	es % of total number of valid votes cast
Γ			3	13,3	32 0.02

Number of members whose votes were declared invalid	
NIL	NIL

# Resolution 7: Ordinary Resolution

Appointment of Mr. B. Santhanam as the Managing Director (DIN: 00494806) of the Company.

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

Number	of	members	Number of v	valid votes	% of total number of valid
voted			cast by them		votes cast
		138		8,00,26,314	99.98

# (ii) Voted against the resolution:

Number	of	members	Number	of	valid	votes	% of total number of valid
voted			cast by the	em			votes cast
		4	15,281			15,281	0.02

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

# Resolution 8: Ordinary Resolution

# Appointment of Ms. Isabelle Hoepfner (DIN: 08598846) as a Director of the Company.

# (i) Voted in favour of the resolution:

Number voted	of	members	Number of cast by them	valid vote	s % of total number of valid votes cast
		125		7,56,31,69	6 94.49

# (ii) Voted against the resolution:

Number voted	of	members	Number cast by the	of em	valid	votes	% of total number of valid votes cast
		17			44,	.09,899	5.51

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

### Resolution 9: Ordinary Resolution

# Appointment of Mr. Krishna Prasad (DIN: 00130438) as Whole-Time Director designated as Executive Director of the Company

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

	Number	of	members	Number	of	valid	votes	% of t	otal number	of valid
L	voted			cast by th	em			votes	cast	•
			128			7,88	43,103			98.50

# (ii) Voted against the resolution:

Number	of	members	Number of	valid votes	% of total number of valid
voted			cast by them		votes cast
		14	•	11,98,492	1.50

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

# Resolution 10: Ordinary Resolution

# Appointment of Mr. Anand Mahajan (DIN: 00066320) as a Director of the Company.

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

Number voted	of	members	Number of cast by them	valid	votes	% of total number of valid votes cast
		138		8,00,	26,314	99.98

### (ii) Voted against the resolution:

	Number voted	of	members	Number of cast by them	valid	votes	% of total number of valid votes cast
Γ	•		4			15,281	0,02

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

#### Resolution 11: Ordinary Resolution

#### Ratification of Remuneration to Cost Auditor of the Company.

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

Number voted	of	members	Number of valid vote cast by them	es % of total number of valid votes cast
		139	8,00,41,56	68 100.00 (Rounded Off)

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

Number voted	of	members	Number of vali	d votes	% of total number of valid votes cast
		3		27	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 24, 2020

