



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 70th 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 70th 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 70th 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 Chairman	Mumbai
Dr. Archana Hingorani Independent Director	Mumbai
Mr. Subodh Nadkarni Independent Director	Singapore
Mr. Sreedhar Natarajan Non-Executive Director	Paris
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 Dhaliwala 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 20, 2020, were transacted at the meeting.

No	Resolutions	Type of Resolution
Ordinary 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, the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.	Ordinary
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
Special 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.

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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 Norton Limited										
Details of Voting 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:										
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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,861,868	85.3355	19,861,868	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		19,861,868	85.3355	19,861,868	0	100.0000	0.0000	0.0000
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0.0000
Total			110,720,000	80,018,456	72.2710	80,018,454	2	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, 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,885,007	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		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	0.0000
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0.0000
Total			110,720,000	80,041,595	72.2919	80,041,593	2	100.0000	0.0000	0



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. Laurent Guillot (Director Identification No. 07412302), 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	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	18,026,588	1,858,419	90.6541	9.3458	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		19,885,007	85.4349	18,026,588	1,858,419	90.6542	9.3458	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	78,183,174	1,858,421	97.6782	2.3218	0



Resolution Required: (Ordinary/Special)				Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?				No						
SPECIAL BUSINESS:										
Item No. 4:										
Appointment 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,885,007	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		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	0.0000
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0.0000
Total			110,720,000	80,041,595	72.2919	80,041,593	2	100.0000	0.0000	0



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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,871,677	13,330	99.9329	0.0670	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		19,885,007	85.4349	19,871,677	13,330	99.9330	0.0670	0.0670
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0.0056
Total			110,720,000	80,041,595	72.2919	80,028,263	13,332	99.9833	0.0167	0

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Resolution Required: (Ordinary/Special)				Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?				No						
SPECIAL BUSINESS:										
Item No. 6:										
Appointment of Mr. B. Santhanam 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,871,677	13,330	99.9329	0.0670	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		19,885,007	85.4349	19,871,677	13,330	99.9330	0.0670	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	80,028,263	13,332	99.9833	0.0167	0



Resolution Required: (Ordinary/Special)			Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?			No							
SPECIAL BUSINESS:										
Item No. 7:										
Appointment of Mr. B. Santhanam as the Managing 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,869,728	15,279	99.9231	0.0768	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		19,885,007	85.4349	19,869,728	15,279	99.9232	0.0768	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	80,026,314	15,261	99.9809	0.0191	0



Resolution Required: (Ordinary/Special)		Ordinary Resolution								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
SPECIAL BUSINESS:										
Item No. 8:										
Appointment of Ms. Isabelle Hoepfner 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	15,475,110	4,409,897	77.8230	22.1769	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		19,885,007	85.4349	15,475,110	4,409,897	77.8230	22.1770	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	75,631,696	4,409,899	94.4905	5.5095	0



Resolution Required: (Ordinary/Special)					Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?					No					
SPECIAL BUSINESS:										
Item No. 9:										
Appointment of Mr. Krishna Prasad as Whole-Time Director designated as Executive 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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	18,686,517	1,198,490	93.9728	6.0271	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		19,885,007	85.4349	18,686,517	1,198,490	93.9728	6.0271	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	78,843,103	1,198,492	98.5027	1.4973	0



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]
1	Promoter and Promoter Group	E-Voting	64,574,772	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,869,728	15,279	99.9231	0.0768	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		19,885,007	85.4349	19,869,728	15,279	99.9232	0.0768	0
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,969	2	99.9912	0.0087	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,489	2	99.9944	0.0056	0
Total			110,720,000	80,041,595	72.2919	80,026,314	15,281	99.9809	0.0191	0



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	% 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	60,121,097	93.1031	60,121,097	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		60,121,097	93.1031	60,121,097	0	100.0000	0.0000	0.0000
2	Public- Institutional holders	E-Voting	23,275,045	19,885,007	85.4349	19,885,007	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		19,885,007	85.4349	19,885,007	0	100.0000	0.0000	0.0000
3	Public-Others	E-Voting	22,870,183	22,971	0.1004	22,944	27	99.8824	0.1175	0
		Poll		12,520	0.0547	12,520	0	100.0000	0.0000	0
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
		Total		35,491	0.1551	35,464	27	99.9239	0.0761	0
Total			110,720,000	80,041,595	72.2919	80,041,568	27	100.0000	0.0000	0

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, 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 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 Dhaliwala, 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 voted	Number of valid votes cast by them	% of total number of valid votes cast
138	8,00,18,454	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
2	2	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, 2020.

(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
140	8,00,41,593	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
2	2	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. 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 voted	Number of valid votes cast by them	% of total number of valid votes cast
118	7,81,83,174	97.68

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number of members whose votes were declared invalid	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 voted	Number of valid votes cast by them	% of total number of valid votes cast
140	8,00,41,593	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
2	2	0.00

(iii) Invalid votes:

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

(iii) Invalid votes:

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

(iii) Invalid votes:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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 of members voted	Number of valid votes cast by them	% of total number of valid votes cast
125	7,56,31,696	94.49

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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 voted	Number of valid votes cast by them	% of total number of valid votes cast
128	7,88,43,103	98.50

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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 of members voted	Number of valid votes cast by them	% of total number of valid votes cast
139	8,00,41,568	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
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

Digitally signed by Mitesh Dhabliwala
DN: cn=Mitesh Dhabliwala, o=Parikh & Associates, ou=Practising Company Secretaries, email=Mitesh.Dhabliwala@parikhassociates.com, c=IN
Date: 2020.07.24 17:28:51 +0530

