



July 26, 2012

**Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai - 400 001.

**National Stock Exchange of India Limited**

"Exchange Plaza",  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai - 400 051

Dear Sir,

**Sub: Disclosure under Clause 35A of the Listing Agreement**

We wish to inform that the Annual General Meeting of the Company was held on July 26, 2012 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikushru Dubash Marg, (Rampart Row), Mumbai - 400 001. The voting results at the Annual General Meeting is as follows:

**Date of the AGM/EGM: 26<sup>th</sup> July 2012**

**Total number of shareholders on record date (19<sup>th</sup> June 2012): 12,853**

<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	8
Public:	73
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NA
Public	NA

**The Agenda wise approval at the Annual General Meeting is as under:-**

<b>Item No. 1 - Approval of Audited Annual Accounts for the financial year ended March 31, 2012</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 2 - Declare dividend @ Rs.6.50/- per equity share of Rs.5/-</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 3 - Reappointment of Mr. S. Salgaocar as Director, liable to retire by rotation.</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 4 - Reappointment of Mr. P. Shah as Director, liable to retire by rotation.</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>



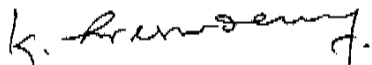

**GRINDWELL NORTON LTD.**

<b>Item No. 5 - Reappointment of M/s. Kalyaniwalla &amp; Mistry, Chartered Accountants (Firm Registration No. 1040607W) as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting.</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 6 - Appointment of Mr. G. Texier as Director, liable to retire by rotation.</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 7 - Approval to pay commission to Non Whole time directors (excluding the directors who are nominees of Compagnie de Saint-Gobain or its subsidiaries) upto 1% of net profits of the Company for a period of five years commencing from April 1, 2012.</b>	
<b>Resolution required</b>	<b>Special</b>
<b>Mode of voting</b>	<b>Show of hands</b>
<b>Item No. 8 - Retirement of Mr. A. C. Chakrabortti as a Director of the Company</b>	
<b>Resolution required</b>	<b>Ordinary</b>
<b>Mode of voting</b>	<b>Show of hands</b>

No voting was done through postal ballot /e-voting and no poll was conducted for any resolution.

Thanking You,

Yours faithfully,  
For GRINDWELL NORTON LIMITED



**K. VISWESWARAN**  
**COMPANY SECRETARY**

