

December 5, 2013

**BSE 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 Sirs,

**Sub : Declaration of result resolutions through Postal Ballot**

Further to our letter dated October 26, 2013, intimating conduct of postal ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 and SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & CIR/CFD/DIL/8/2013 dated May 21, 2013, to seek approval of the Members (other than promoters and promoter group Members) of the Company to the Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956 of SEPR Refractories India Limited, Saint-Gobain Crystals and & Detectors India Limited and Saint-Gobain Sekurit India Limited with Grindwell Norton Limited and their respective shareholders and creditors, Mr. H. R. Thakur, Scrutinizer to the Postal Ballot has submitted his report dated December 4, 2013 to the he Company.

In accordance with the said Report the resolution for approving the arrangement embodied in the Scheme has not been approved with requisite majority and accordingly the resolution has not been passed.

**Votes in favour of the Resolution: 44,49,609 (29.31%)**

**Votes against the Resolution: 1,07,30,419 (70.69%)**

The voting results of the Postal Ballot as per Clause 35A of the Listing Agreement is as follows:

Mode of voting: Postal Ballot and E-Voting

Scheme of Amalgamation of SEPR Refractories India Limited, Saint-Gobain Crystal and Detectors India Limited and Saint-Gobain Sekurit India Limited with Grindwell Norton Limited and their respective shareholders and creditors.							
Promoter/Public	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
	[1]	[2]	[3]	[4]	[5]	[6]	[7]
			$=\frac{[2]}{[1]}*100$			$=\frac{[4]}{[2]}*100$	$=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	32678352	0	0	0	0	0	0
Public - Institutional holders	6000817	4577940	76.29	255663	4322277	5.58	94.42
Public-Others	16680831	10602088	63.56	4193946	6408142	39.56	60.44
<b>Grand Totals</b>	<b>55360000</b>	<b>15180028</b>	<b>27.42</b>	<b>4449609</b>	<b>10730419</b>	<b>29.31</b>	<b>70.69</b>

Thanking You,

For **GRINDWELL NORTON LTD.**



**K. VISWESWARAN**  
COMPANY SECRETARY



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