

**KALYANIWALLA
& MISTRY** (Regd.)

C H A R T E R E D A C C O U N T A N T S

The Board of Directors
Grindwell Norton Limited
Leela Business Park,
5th Level,
Andheri-Kurla Road,
Mumbai – 400059.

Dear Sirs,

Limited Review Report

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Grindwell Norton Limited (the Group) for the quarter and nine months ended December 31, 2014 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's management and has been approved by the Board of Directors at its meeting held on January 29, 2015. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. The financial statements of the subsidiary, whose financial results reflect the Group's share for the quarter and nine months ended December 31, 2014 for under mentioned items are not reviewed by us and have been included in the interim consolidated condensed financial statements based on unaudited management certified accounts.

(Rs. In Lacs)

| Particulars | Quarter Ended December 31, 2014 | Nine Months ended December 31, 2014 |
|------------------------------|---------------------------------------|---|
| Total Income From Operations | 594 | 1,941 |
| Net Profit after Tax | 40 | 262 |

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ARMY & NAVY BUILDING, 148 MAHATMA GANDHI ROAD, MUMBAI 400 001
TEL.: (91) (22) 6158 6200 FAX: (91) (22) 6158 6275

**KALYANIWALLA
& MISTRY**

4. Subject to para 3 and based on our review conducted as above, nothing has come to our notice that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **KALYANIWALLA AND MISTRY**
CHARTERED ACCOUNTANTS
Firm Reg. No. 104607W



Ermin K. Irani
Partner
Membership No. 35646
Mumbai, January 29, 2015

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST DECEMBER, 2014

(Rs. In lacs)

| | Quarter ended 31-12-2014 Unaudited | Quarter ended 30-09-2014 Unaudited | Quarter ended 31-12-2013 Unaudited | Nine Months ended 31-12-2014 Unaudited | Nine Months ended 31-12-2013 Unaudited | Year ended 31-03-2014 Audited |
|--------------------------------------|---|--|--|--|--|-------------------------------------|
| PART I | | | | | | |
| 1 | Income from Operations | | | | | |
| | 27,751 | 28,879 | 23,667 | 83,237 | 70,277 | 95,836 |
| | 228 | 211 | 154 | 599 | 583 | 714 |
| | 27,979 | 29,090 | 23,821 | 83,836 | 70,860 | 96,550 |
| 2 | Expenses | | | | | |
| a. | 10,572 | 10,209 | 8,994 | 30,133 | 25,760 | 35,127 |
| b. | 2,091 | 1,928 | 2,482 | 6,407 | 5,761 | 7,655 |
| c. | (751) | 466 | (1,469) | (601) | (1,667) | (1,483) |
| d. | 3,159 | 3,392 | 2,846 | 9,716 | 8,475 | 11,423 |
| e. | 1,001 | 1,102 | 826 | 3,107 | 2,351 | 3,183 |
| f. | 1,969 | 1,885 | 2,020 | 5,694 | 5,631 | 7,480 |
| g. | 6,508 | 6,763 | 5,606 | 19,250 | 16,294 | 21,948 |
| | 24,549 | 25,745 | 21,305 | 73,706 | 62,605 | 85,333 |
| 3 | Profit / (Loss) from operations before other income, finance costs | | | | | |
| | 3,430 | 3,345 | 2,516 | 10,130 | 8,255 | 11,217 |
| 4 | Other Income | | | | | |
| | 381 | 548 | 304 | 1,319 | 830 | 1,278 |
| 5 | Profit / (Loss) from ordinary activities before finance costs | | | | | |
| | 3,811 | 3,893 | 2,820 | 11,449 | 9,085 | 12,495 |
| 6 | Finance Costs | | | | | |
| | 72 | 73 | 76 | 212 | 233 | 305 |
| 7 | Profit / (Loss) before tax | | | | | |
| | 3,739 | 3,820 | 2,744 | 11,237 | 8,852 | 12,190 |
| 8 | Tax Expense | | | | | |
| | 1,190 | 1,200 | 850 | 3,576 | 2,732 | 3,748 |
| 9 | Net Profit / (Loss) after tax | | | | | |
| | 2,549 | 2,620 | 1,894 | 7,661 | 6,120 | 8,442 |
| 10 | Minority Interest | | | | | |
| | (9) | (29) | (14) | (65) | 2 | (50) |
| 11 | Net Profit/(Loss) for the period | | | | | |
| | 2,540 | 2,591 | 1,880 | 7,596 | 6,122 | 8,392 |
| 12 | Paid up Equity Share Capital | | | | | |
| | 2,768 | 2,768 | 2,768 | 2,768 | 2,768 | 2,768 |
| | (Face Value Rs. 5/- each) | | | | | |
| 13 | Reserves excluding Revaluation Reserve | | | | | |
| | - | - | - | - | - | 52,670 |
| 14 | Basic & Diluted Earnings per share (of Rs. 5/- each) (not annualised): | | | | | |
| | 4.59 | 4.68 | 3.40 | 13.72 | 11.06 | 15.16 |
| PART II | | | | | | |
| A PARTICULARS OF SHAREHOLDING | | | | | | |
| 1 | Public Shareholding | | | | | |
| | 22,681,648 | 22,681,648 | 22,681,648 | 22,681,648 | 22,681,648 | 22,681,648 |
| | 40.97% | 40.97% | 40.97% | 40.97% | 40.97% | 40.97% |
| 2 | Promoters and Promoter Group Shareholding | | | | | |
| a) | Pledged/Encumbered | | | | | |
| | - | - | - | - | - | - |
| b) | Non-encumbered | | | | | |
| | 32,678,352 | 32,678,352 | 32,678,352 | 32,678,352 | 32,678,352 | 32,678,352 |
| | - Number of Shares | | | | | |
| | - Percentage of Shares | | | | | |
| | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| | (i) As a % of total shareholding of Promoters and Promoter Group | | | | | |
| | 59.03% | 59.03% | 59.03% | 59.03% | 59.03% | 59.03% |
| | (ii) As a % of total share capital of the Company | | | | | |

| | Quarter ended 31-12-2014 |
|--------------------|-----------------------------|
| PARTICULARS | |
| B | INVESTOR COMPLAINTS |
| | 1 |
| | 1 |
| | 2 |
| | - |

Notes:

- (a) The Company has opted to publish Consolidated Financial Results from the financial year 2014-15. The Consolidated Financial Results have been reviewed by the Audit Committee after a "Limited Review" by the statutory auditors of the Company and approved by the Board of Directors at their meeting held on 29th January, 2015.
- (b) The Financial Statements of the Subsidiary Company certified by the Management have been considered to prepare Consolidated Financial Results.
- (c) Key numbers of Standalone Financial Results of the Company for the quarter ended 31st December, 2014 are as under:

| | Quarter ended 31-12-2014 Unaudited | Quarter ended 30-09-2014 Unaudited | Quarter ended 31-12-2013 Unaudited | Nine Months ended 31-12-2014 Unaudited | Nine Months ended 31-12-2013 Unaudited | Year ended 31-03-2014 Audited |
|-------------------------------|--|--|--|--|--|-------------------------------------|
| Total Income from Operations | 27,385 | 28,421 | 23,187 | 81,895 | 69,323 | 94,161 |
| Profit / (Loss) before tax | 3,684 | 3,665 | 2,704 | 10,882 | 8,789 | 11,987 |
| Net Profit / (Loss) after tax | 2,508 | 2,507 | 1,854 | 7,399 | 6,057 | 8,232 |

The Standalone Financial Results are available at the Company's website www.grindwellnorton.com and on the websites of the stock exchange www.bseindia.com and www.nseindia.com.

- The Company has revised the depreciation rate on certain fixed assets as per useful life specified in the Companies Act, 2013. The depreciation expenses for the quarter ended 31st December, 2014 is higher by Rs. 138 lacs & for the nine months ended 31st December, 2014 higher by Rs. 539 lacs. Depreciation of Rs. 181 lacs (net of deferred tax) on account of assets whose useful life is already exhausted as on 1st April, 2014 have been adjusted to General Reserve.
- The Standalone Financial Statements of the Company for the year ended 31st March, 2014 have been audited. The unaudited Financial Statements of the Subsidiary Company which were certified by the Management have been considered in the Consolidated Financial Results for the year ended 31st March, 2014.
- Previous period's figures have been recast wherever necessary.

Mumbai
29th January, 2015

For GRINDWELL NORTON LIMITED

ANAND MAHAJAN
Managing Director
Director Identification No. 00066320



CONSOLIDATED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(Rs. Lacs)

| | Quarter ended 31-12-2014 | Quarter ended 30-09-2014 | Quarter ended 31-12-2013 | Nine months ended 31-12-2014 | Nine months ended 31-12-2013 | Year ended 31-03-2014 |
|---|-----------------------------|-----------------------------|-----------------------------|---------------------------------|---------------------------------|--------------------------|
| 1. Segment Revenue | | | | | | |
| (a) Abrasives | 18,006 | 18,301 | 15,175 | 53,367 | 46,484 | 63,300 |
| (b) Ceramics & Plastics | 7,667 | 9,024 | 6,764 | 24,340 | 19,801 | 27,165 |
| (c) Others | 2,386 | 1,857 | 1,964 | 6,410 | 4,949 | 6,565 |
| Total | 28,059 | 29,182 | 23,903 | 84,117 | 71,234 | 97,030 |
| Less: Inter-Segment Revenue | 308 | 303 | 236 | 880 | 957 | 1,194 |
| Net sales & Service Income | 27,751 | 28,879 | 23,667 | 83,237 | 70,277 | 95,836 |
| 2. Segment Results | | | | | | |
| (a) Abrasives | 2,425 | 2,516 | 1,647 | 7,121 | 5,726 | 7,764 |
| (b) Ceramics & Plastics | 954 | 1,176 | 865 | 3,334 | 2,610 | 3,714 |
| (c) Others | 366 | 221 | 335 | 939 | 881 | 1,148 |
| Total | 3,745 | 3,913 | 2,847 | 11,394 | 9,217 | 12,626 |
| Less: (1) Interest | 72 | 73 | 76 | 212 | 233 | 305 |
| (2) Other unallocable (Income)/ Expenditure (net) | (66) | 20 | 27 | (55) | 132 | 131 |
| Profit Before Tax | 3,739 | 3,820 | 2,744 | 11,237 | 8,852 | 12,190 |
| 3. Capital Employed (Segment Assets Less Segment Liabilities) | | | | | | |
| (a) Abrasives | 30,120 | 31,897 | 29,842 | 30,120 | 29,842 | 32,295 |
| (b) Ceramics & Plastics | 20,563 | 20,211 | 18,636 | 20,563 | 18,636 | 19,967 |
| (c) Others | 2,583 | 2,120 | 1,639 | 2,583 | 1,639 | 1,170 |
| (d) Unallocated | 11,234 | 7,847 | 9,112 | 11,234 | 9,112 | 3,945 |
| Total Capital Employed in Segments | 64,500 | 62,075 | 59,229 | 64,500 | 59,229 | 57,377 |



**KALYANIWALLA
& MISTRY** (Regd.)

CHARTERED ACCOUNTANTS

The Board of Directors
Grindwell Norton Limited
Leela Business Park,
5th Level,
Andheri-Kurla Road,
Mumbai 400 059.

Dear Sirs,

LIMITED REVIEW REPORT

We have reviewed the accompanying Statement of Unaudited Financial Results of Grindwell Norton Limited for the quarter and nine months ended December 31, 2014 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which has been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on January 29, 2015. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **KALYANIWALLA & MISTRY**
CHARTERED ACCOUNTANTS
Firm Regn. No. 104607W



Ermin K. Irani

Partner

Membership No. 35646

Mumbai, January 29, 2015.

GRINDWELL NORTON LIMITED

Regd. Office: Leela Business Park, 5th Level, Andheri-Kurla Road, Marol, Andhei (E), Mumbai 400 059.
Tel.: - 022-40212121 * Fax: 022-40212102 * Email: sharecmpt.gno@saint-gobain.com * Website: www.grindwellnorton.com
CIN - L26593MH1950PLC008163

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST DECEMBER, 2014

(Rs. In lacs)

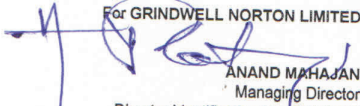
| | Quarter ended 31-12-2014 Unaudited | Quarter ended 30-09-2014 Unaudited | Quarter ended 31-12-2013 Unaudited | Nine Months ended 31-12-2014 Unaudited | Nine Months ended 31-12-2013 Unaudited | Year ended 31-03-2014 Audited |
|--------------------------------------|---|--|--|--|--|-------------------------------------|
| PART I | | | | | | |
| 1 | Income from Operations | | | | | |
| | (a) Net Sales & Service Income | 27,155 | 28,226 | 23,037 | 81,338 | 68,760 |
| | (b) Other Operating Income | 230 | 195 | 150 | 557 | 686 |
| | Total Income from Operations | 27,385 | 28,421 | 23,187 | 81,895 | 69,323 |
| 2 | Expenses | | | | | |
| | a. Consumption of Raw Materials | 11,001 | 10,801 | 9,319 | 31,648 | 27,166 |
| | b. Purchase of Traded Goods | 2,091 | 1,928 | 2,482 | 6,407 | 5,761 |
| | c. (Increase)/Decrease in stock in trade | (663) | 426 | (1,332) | (546) | (1,421) |
| | d. Employees' Cost | 3,097 | 3,332 | 2,793 | 9,542 | 8,314 |
| | e. Depreciation & Amortisation expenses | 844 | 945 | 683 | 2,638 | 1,914 |
| | f. Power & Fuel | 1,573 | 1,480 | 1,586 | 4,529 | 4,293 |
| | g. Other Expenses | 6,157 | 6,419 | 5,287 | 18,233 | 15,438 |
| | Total Expenses | 24,100 | 25,331 | 20,818 | 72,451 | 61,465 |
| 3 | Profit / (Loss) from operations before other income and finance costs | | | | | |
| | | 3,285 | 3,090 | 2,369 | 9,444 | 7,858 |
| 4 | Other Income | | | | | |
| | | 411 | 591 | 347 | 1,471 | 966 |
| | Profit / (Loss) from ordinary activities before finance costs | 3,696 | 3,681 | 2,716 | 10,915 | 8,824 |
| 5 | Finance Costs | | | | | |
| | | 12 | 16 | 12 | 33 | 35 |
| 6 | Profit / (Loss) before tax | | | | | |
| | | 3,684 | 3,665 | 2,704 | 10,882 | 8,789 |
| 7 | Tax Expense | | | | | |
| | | 1,176 | 1,158 | 850 | 3,483 | 2,732 |
| 8 | Net Profit/(Loss) for the period | | | | | |
| | | 2,508 | 2,507 | 1,854 | 7,399 | 6,057 |
| 9 | Paid up Equity Share Capital (Face Value Rs. 5/- each) | | | | | |
| | | 2,768 | 2,768 | 2,768 | 2,768 | 2,768 |
| 10 | Reserves excluding Revaluation Reserve | | | | | |
| | | - | - | - | - | - |
| 11 | Basic & Diluted Earnings per share (of Rs. 5/- each) (not annualised): | | | | | |
| | | 4.53 | 4.53 | 3.35 | 13.37 | 10.94 |
| | | | | | | 14.87 |
| PART II | | | | | | |
| A PARTICULARS OF SHAREHOLDING | | | | | | |
| 1 | Public Shareholding | | | | | |
| | - Number of Shares | 22,681,648 | 22,681,648 | 22,681,648 | 22,681,648 | 22,681,648 |
| | - Percentage of Shareholding | 40.97% | 40.97% | 40.97% | 40.97% | 40.97% |
| 2 | Promoters and Promoter Group Shareholding | | | | | |
| | a) Pledged/Encumbered | - | - | - | - | - |
| | b) Non-encumbered | | | | | |
| | - Number of Shares | 32,678,352 | 32,678,352 | 32,678,352 | 32,678,352 | 32,678,352 |
| | - Percentage of Shares | | | | | |
| | (i) As a % of total shareholding of Promoters and Promoter Group | 100.00% | 100.00% | 100.00% | 100.00% | 100.00% |
| | (ii) As a % of total share capital of the Company | 59.03% | 59.03% | 59.03% | 59.03% | 59.03% |

| PARTICULARS | Quarter ended 31-12-2014 |
|--|-----------------------------|
| B INVESTOR COMPLAINTS | |
| - Pending at the beginning of the quarter | 1 |
| - Received during the quarter | 1 |
| - Disposed of during the quarter | 2 |
| - Remaining unresolved at the end of the quarter | - |

Notes:

- The above financial results were reviewed by the Audit Committee after a "Limited Review" by the statutory auditors of the Company and approved by the Board of Directors at their meeting held on 29th January, 2015.
- The Company has revised the depreciation rate on certain fixed assets as per useful life specified in the Companies Act, 2013. The depreciation expenses for the quarter ended 31st December, 2014 is higher by Rs. 138 lacs & for the nine months ended 31st December, 2014 higher by Rs. 539 lacs. Depreciation of Rs. 181 lacs (net of deferred tax) on account of assets whose useful life is already exhausted as on 1st April, 2014 have been adjusted to General Reserve.
- Previous period's figures have been recast wherever necessary.

Mumbai
29th January, 2015

For GRINDWELL NORTON LIMITED

ANAND MAHAJAN
Managing Director
Director Identification No. 60066320



STANDALONE SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(Rs. Lacs)

| | Quarter ended 31-12-2014 | Quarter ended 30-09-2014 | Quarter ended 31-12-2013 | Nine Months ended 31-12-2014 | Nine Months ended 31-12-2013 | Year ended 31-03-2014 |
|---|-----------------------------|-----------------------------|-----------------------------|---------------------------------|---------------------------------|--------------------------|
| 1. Segment Revenue | | | | | | |
| (a) Abrasives | 18,006 | 18,301 | 15,175 | 53,367 | 46,484 | 63,300 |
| (b) Ceramics & Plastics | 7,071 | 8,371 | 6,134 | 22,441 | 18,284 | 24,804 |
| (c) Others | 2,386 | 1,857 | 1,964 | 6,410 | 4,949 | 6,565 |
| Total | 27,463 | 28,529 | 23,273 | 82,218 | 69,717 | 94,669 |
| Less: Inter-Segment Revenue | 308 | 303 | 236 | 880 | 957 | 1,194 |
| Net sales & Service Income | 27,155 | 28,226 | 23,037 | 81,338 | 68,760 | 93,475 |
| 2. Segment Results | | | | | | |
| (a) Abrasives | 2,425 | 2,516 | 1,647 | 7,121 | 5,726 | 7,764 |
| (b) Ceramics & Plastics | 838 | 964 | 761 | 2,799 | 2,349 | 3,250 |
| (c) Others | 367 | 221 | 335 | 940 | 881 | 1,148 |
| Total | 3,630 | 3,701 | 2,743 | 10,860 | 8,956 | 12,162 |
| Less: (1) Interest | 12 | 16 | 12 | 33 | 35 | 44 |
| (2) Other unallocable (Income)/ Expenditure (net) | (66) | 20 | 27 | (55) | 132 | 131 |
| Profit Before Tax | 3,684 | 3,665 | 2,704 | 10,882 | 8,789 | 11,987 |
| 3. Capital Employed (Segment Assets Less Segment Liabilities) | | | | | | |
| (a) Abrasives | 30,120 | 31,897 | 29,842 | 30,120 | 29,842 | 32,295 |
| (b) Ceramics & Plastics | 19,056 | 18,621 | 17,219 | 19,056 | 17,219 | 18,366 |
| (c) Others | 2,583 | 2,120 | 1,639 | 2,583 | 1,639 | 1,170 |
| (d) Unallocated | 11,234 | 7,847 | 9,112 | 11,234 | 9,112 | 3,945 |
| Total Capital Employed in Segments | 62,993 | 60,485 | 57,812 | 62,993 | 57,812 | 55,776 |

