

CLAUSE 35 OF EQUITY LISTING AGREEMENT

(l) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		Grindwell Norton Limited	
Scrip Code, ..		506076	
Name of the scrip		GRINDWELL	
class of security:		EQUITY	
Quarter ended:		31st December, 2010	
<b>Partly paid-up shares:-</b>		<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>
Held by Promoter / Promoters Group		0	0
Held by public		0	0
<b>Total</b>		<b>0</b>	<b>0</b>
<b>Outstanding convertible securities:-</b>		<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>
Held by Promoter / Promoters Group		0	0
Held by public		0	0
<b>Total</b>		<b>0</b>	<b>0</b>
<b>Warrants:-</b>		<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>
Held by Promoter / Promoters Group		0	0
Held by public		0	0
<b>Total</b>		<b>0</b>	<b>0</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>			

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	38	3894030	2745230	7.03	7.03	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	150000	150000	0.27	0.27	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (Trust)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>39</b>	<b>4044030</b>	<b>2895230</b>	<b>7.30</b>	<b>7.30</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	2	28414000	0	51.33	51.33	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>2</b>	<b>28414000</b>	<b>0</b>	<b>51.33</b>	<b>51.33</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>41</b>	<b>32458030</b>	<b>2895230</b>	<b>58.63</b>	<b>58.63</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds / UTI	8	3603584	3603584	6.51	6.51	N.A	N.A
(b)	Financial Institutions / Banks	8	12690	9290	0.02	0.02	N.A	N.A
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	168000	168000	0.30	0.30		
(f)	Foreign Institutional Investors	17	575668	575068	1.04	1.04		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>34</b>	<b>4359942</b>	<b>4359942</b>	<b>7.87</b>	<b>7.87</b>		
<b>(2)</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	375	1809119	1802019	3.27	3.27		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	13052	5630477	4719050	10.17	10.17		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	62	10293402	10249482	18.60	18.60		
(c)	Any Other (specify)							
i	Foreign Corporate Bodies	0	0	0	0.00	0.00		
ii	Non Resident Indian	149	149142	144742	0.27	0.27		
iii	Trusts	5	659888	659888	1.19	1.19		
	<b>Sub-total (B) (2)</b>	<b>13643</b>	<b>18542028</b>	<b>17575181</b>	<b>33.50</b>	<b>33.50</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>13677</b>	<b>22901970</b>	<b>21931123</b>	<b>41.37</b>	<b>41.37</b>		
	<b>TOTAL (A)+(B)</b>	<b>13718</b>	<b>55360000</b>	<b>24826353</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	N.A	N.A
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>13718</b>	<b>55360000</b>	<b>24826353</b>	<b>100.00</b>	<b>100.00</b>		

(l) (b) Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"

Sr. No. (I)	Name of the Shareholder (II)	Total shares held		Shares pledged or otherwise encumbered		
		Number (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number (V)	As a percentage (VI)=(V) / (III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)a (VII)
1	SAINT- GOBAIN ABRASIVES, INC.	14817760	26.77	0	-	0.00
2	SOCIETE DE PARTICIPATIONS FINANCIERES ET INDUSTRIELLES	13596240	24.56	0	-	0.00
3	VERA MAHAJAN	625796	1.13	0	-	0.00
4	KHURSHED M NARANG	555000	1.00	0	-	0.00
5	ALOO N SIDHVA	448668	0.81	0	-	0.00
6	NOSHIR DINSHAW SIDHVA	441604	0.80	0	-	0.00
7	ANAND MAHAJAN	401681	0.73	0	-	0.00
8	AAKIL A MAHAJAN	357402	0.65	0	-	0.00
9	DANESH M NARANG	332500	0.60	0	-	0.00
10	MIKHIL M NARANG	331500	0.60	0	-	0.00
11	ASHAITA A MAHAJAN	334879	0.60	0	-	0.00
12	SAINT GOBAIN GLASS INDIA LTD	150000	0.27	0	-	0.00
13	MALVINDER C NARANG	65000	0.12	0	-	0.00
	<b>TOTAL</b>	<b>32458030</b>	<b>58.63</b>	<b>0</b>	<b>-</b>	<b>0.00</b>

(l) (c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l) (a) above)
1	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCEFUND	1409628	2.55
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	1050000	1.90
3	HDFC TRUSTEE COMPANY LTD HDFC MF MONTHLY INCOME PLAN LONG TERM PLAN	756019	1.37
4	Yasmen Sorab Mehta	678080	1.22
5	NAUSHAD S MEHTA	675440	1.22
6	NAIRA S VARIAVA	672356	1.21
7	MEHERU S MEHTA	644320	1.16
8	FIRDAUS S VARIAVA	631182	1.14
9	SUDARSHAN SECURITIES PRIVATE LIMITED	626040	1.13
10	NINA G BHARUCHA	585730	1.06
11	JASHWANTLAL SHANTILAL SHAH	562000	1.02
	<b>TOTAL</b>	<b>8290795</b>	<b>14.98</b>

(l) (d) Statement showing details of locked-in shares

Sr. No.	Name of the Shareholder	Category of Shareholder s (Promoters/ Public)	Number of locked-in Shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (l) (a) above)
1		N.A.		
	<b>TOTAL</b>			

(II) (a) **Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above}
N.A.				
<b>TOTAL</b>				

(II) (b) **Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above}
N.A.				
<b>TOTAL</b>				

(III) (a) **Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.**

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	<b>Shareholding of Promoter and Promoter Group</b>						
(1)	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	0	0	0	0.00	0.00	0.00
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	0	0	0	0.00	0.00	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	0	0	0	0.00	0.00	0.00
(B)	<b>Public Shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	0	0	0	0.00	0.00	0.00
(2)	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
	i						
	ii						
(c)	Any Other (specify)						
	i						
	ii						
	<b>Sub-total (B) (2)</b>	0	0	0	0.00	0.00	0.00
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	0	0	0	0.00	0.00	0.00
	<b>TOTAL (A)+(B)</b>	0	0	0	0.00	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	0	0	0	0.00	0.00	0.00

**Note**

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable