

CLAUSE 35 OF EQUITY LISTING AGREEMENT

Name of the Company : Grindwell Norton Limited  
 Scrip Code : 506076  
 Quarter Ended : 31st December, 2009

(I) (a) Statement showing Shareholding Pattern

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 Promotee Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	38	3877224	2728424	7.00	7.00	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>4027224</b>	<b>2878424</b>	<b>7.27</b>	<b>7.27</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 Promotee Group (A) = (A)(1)+(A)(2)</b>		<b>41</b>	<b>32441224</b>	<b>2878424</b>	<b>58.60</b>	<b>58.60</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding Institutions</b>						N.A	N.A
<b>(1)</b>	<b>Institutions</b>						N.A	N.A
(a)	Mutual Funds / UTI	5	3343828	3343828	6.04	6.04	0	0
(b)	Financial Institutions / Banks	7	7800	4400	0.01	0.01	0	0
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0
(e)	Insurance Companies	2	720525	720525	1.30	1.30	0	0
(f)	Foreign Institutional Investors	3	1800	1200	0.00	0.00	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0
(h)	Any Other (specify)	0	0	0	0.00	0.00	0	0
	<b>Sub-Total (B) (1)</b>	<b>17</b>	<b>4073953</b>	<b>4069953</b>	<b>7.35</b>	<b>7.35</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>							N.A
(a)	Bodies Corporate	476	2482865	2475565	4.49	4.49	0	0
(b)	Individuals -						0	0
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	13456	5022952	4018666	9.07	9.07	0	0
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	66	11220508	9208988	20.27	20.27	0	0
(c)	Any Other (specify)						0	0
i	Foreign Corporate Bodies	0	0	0	0.00	0.00	0	0
ii	Non Resident Indians	130	118498	114098	0.22	0.22	0	0
	<b>Sub-total (B) (2)</b>	<b>14128</b>	<b>18844823</b>	<b>15817317</b>	<b>34.05</b>	<b>34.05</b>	<b>0</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>		<b>14145</b>	<b>22918776</b>	<b>19887270</b>	<b>41.40</b>	<b>41.40</b>	<b>0</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>		<b>14186</b>	<b>55360000</b>	<b>22765694</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</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
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>14186</b>	<b>55360000</b>	<b>22765694</b>	<b>100.00</b>	<b>100.00</b>		<b>0.00</b>

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

Name of the Company : Grindwell Norton Limited  
 Scrip Code : 506076  
 Quarter Ended : 31st December, 2009

**(I) (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) (VII)
1	SAINT-GOBAIN ABRASIVES, INC.	14817760	26.77	0	-	0.00
2	SOCIETE DE PARTICIPATIONS FINANCIERES E TINDUSTRIELLES	13596240	24.56	0	-	0.00
3	VERA MAHAJAN	625796	1.13	0	-	0.00
4	KHURSHEED M NARANG	554732	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	351952	0.64	0	-	0.00
9	DANESH M NARANG	332336	0.60	0	-	0.00
10	MIKHIL M NARANG	330668	0.60	0	-	0.00
11	ASHAITA A MAHAJAN	327171	0.59	0	-	0.00
12	SAINT GOBAIN GLASS INDIA LTD	150000	0.27	0	-	0.00
13	MALVINDER C NARANG	62616	0.11	0	-	0.00
	<b>TOTAL</b>	<b>32441224</b>	<b>58.60</b>	<b>0</b>	<b>-</b>	<b>0.00</b>

**(I) (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 (I) (a) above)
1	HDFC TRUSTEE COMPANY LIMITED -HDFC PRUDENCE FUND	1658767	3.00
2	HDFC TRUSTEE COMPANY LTD -HDFC MF MONTHLY INCOME PLAN LONG TERM PLAN	756019	1.37
3	HDFC TRUSTEE COMPANY LTD -A/C HDFC MID-CAP OPPORTUNITIES FUND	689154	1.24
4	NAIRA S VARIAVA	695856	1.26
5	Yasmen Sorab Mehta	678080	1.22
6	NAUSHAD S MEHTA	675440	1.22
7	FIRDAUS S VARIAVA	654682	1.18
8	MEHERU S MEHTA	644320	1.16
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>8226088</b>	<b>14.86</b>

**(I) (d) Statement showing details of locked-in shares**

Sr. No.	Name of the Shareholder	Category of Shareholders (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 (I) (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 (a) above)
			N.A.	
	<b>TOTAL</b>			

**(II) (b) Statement showing Holding of Depository Receipts (DRs) where underlying shares 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 (a) above)
			N.A.	
	<b>TOTAL</b>			

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**(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 securities			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)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>(1)</b>	<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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(2)</b>	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>(C)</b>	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note**

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