

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		GRINDWELNOR	
class of security:		EQUITY	
Quarter ended:		31ST December, 2011	
<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>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</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>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</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>						N.A	N.A
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds / UTI	10	4614774	4614774	8.34	8.34		
(b)	Financial Institutions / Banks	8	8937	5537	0.02	0.02		
(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	20	1347121	1346521	2.43	2.43		
(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>39</b>	<b>6138832</b>	<b>6134832</b>	<b>11.09</b>	<b>11.09</b>		
<b>(2)</b>	<b>Non-Institutions</b>						N.A	N.A
(a)	Bodies Corporate	271	1540338	1533238	2.78	2.78		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	12309	5025269	4162228	9.08	9.08		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	55	9401778	9357858	16.98	16.98		
(c)	Any Other (specify)							
i	Foreign Corporate Bodies	0	0	0	0.00	0.00		
ii	Non Resident Indian	143	136285	131885	0.25	0.25		
iii	Trusts	5	659468	659468	1.19	1.19		
	<b>Sub-total (B) (2)</b>	<b>12783</b>	<b>16763138</b>	<b>15844677</b>	<b>30.28</b>	<b>30.28</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>12822</b>	<b>22901970</b>	<b>21979509</b>	<b>41.37</b>	<b>41.37</b>		
	<b>TOTAL (A)+(B)</b>	<b>12863</b>	<b>55360000</b>	<b>24874739</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>12863</b>	<b>55360000</b>	<b>24874739</b>	<b>100.00</b>	<b>100.00</b>		

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**  
**Name of the Company : GRINDWELL NORTON LIMITED**  
**Quarter ended : 31st December ,2011**  
**Scrp Code : 506075**

**(I) (b) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Promoter and Promoter Group"**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Encumbered Share			Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital (XII)
		No. of Shares held (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number of Shares (V)	As a Percentage (VI)=(V)/(III)*100	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) (VII)	No. of warrants held (VIII)	As a % of total numbers of warrants of the same class (IX)	No. of convertible securities held (X)	As a % of total numbers of convertible securities of same class (XI)	
1	SAINT-GOBAIN ABRASIVES, INC.	14817760	26.77	0	0.00	0.00	0	0.00	0	0.00	26.77
2	SOETE DE PARTICIPATIONS FINANCIERES ET INDUSTRIELLES	13596240	24.56	0	0.00	0.00	0	0.00	0	0.00	24.56
3	VERA MAHAJAN	625796	1.13	0	0.00	0.00	0	0.00	0	0.00	1.13
4	KHURSHED M NARANG	555000	1.00	0	0.00	0.00	0	0.00	0	0.00	1.00
5	ALOO N SIDHVA	448668	0.81	0	0.00	0.00	0	0.00	0	0.00	0.81
6	NOSHIR DINSHAW SIDHVA	441604	0.80	0	0.00	0.00	0	0.00	0	0.00	0.80
7	ANAND MAHAJAN	401681	0.73	0	0.00	0.00	0	0.00	0	0.00	0.73
8	AAKIL A MAHAJAN	357402	0.65	0	0.00	0.00	0	0.00	0	0.00	0.65
9	DANESH M NARANG	332500	0.60	0	0.00	0.00	0	0.00	0	0.00	0.60
10	MIKHIL M NARANG	331500	0.60	0	0.00	0.00	0	0.00	0	0.00	0.60
11	ASHAITA A MAHAJAN	324879	0.60	0	0.00	0.00	0	0.00	0	0.00	0.60
12	SAINT GOBAIN GLASS INDIA LTD	150000	0.27	0	0.00	0.00	0	0.00	0	0.00	0.27
13	MALVINDER C NARANG	65000	0.12	0	0.00	0.00	0	0.00	0	0.00	0.12
	<b>TOTAL</b>	<b>32456030</b>	<b>58.63</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>58.63</b>

**(I) Statement showing holding of securities (including shares,warrants,convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities)
		No. of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above)	No. of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	% w.r.t. total number of convertible securities of same class	
1	HFDC TRUSTEE COMPANY LIMITED - HFDC PRUDENCE FUND	1,537,532	2.78	0	0.00	0	0.00	2.78
2	HFDC TRUSTEE COMPANY LTD - A/C HFDC MID - CAPOPPORTUNITIES FUND	1,389,366	2.51	0	0.00	0	0.00	2.51
3	HFDC TRUSTEE COMPANY LTD HFDC MF MONTHLY INCOME PLAN LONG TERM PLAN	942,719	1.70	0	0.00	0	0.00	1.70
4	YASHMEN SOARAB MEHTA	678,080	1.22	0	0.00	0	0.00	1.22
5	NAUSHAD SOARAB MEHTA	675,440	1.22	0	0.00	0	0.00	1.22
6	NAIRA S VARIAVA	663,606	1.20	0	0.00	0	0.00	1.20
7	MEHERU SOARAB MEHTA	644,320	1.16	0	0.00	0	0.00	1.16
8	SUDARSHAN SECURITIES PRIVATE LIMITED	626,040	1.13	0	0.00	0	0.00	1.13
9	FIRDAUS S VARIAVA	618,432	1.12	0	0.00	0	0.00	1.12
10	NINA G BHARUCHA	586,280	1.06	0	0.00	0	0.00	1.06
11	JASHWANTLAL SHANTILAL SHAH	562,000	1.02	0	0.00	0	0.00	1.02
12	SHINSEI UTI INDIA FUND (MAURITIUS) LIMITED	553,952	1.00	0	0.00	0	0.00	1.00
	<b>TOTAL</b>	<b>9,477,767</b>	<b>17.12</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>17.12</b>

**(I) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		Details of convertible securities		Total shares(including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I) (a) above)	No. of warrants held	As a % of total number of warrants of the same class	No. of convertible securities held	% w.r.t. total number of convertible securities of same class	
	<b>TOTAL</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

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

Sr. No.	Name of the Shareholder	Category of Shareholders (Promoters/P ublic)	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 (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.****Quarter ended : 31st December ,2011****Name of the Company : GRINDWELL NORTON LIMITED****Scrip Code : 506076****(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</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>
(C)	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