

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, 2012	
<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>		0	0
<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>		0	0
<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>		0	0
<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	21	3894030	3894030	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>22</b>	<b>4044030</b>	<b>4044030</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	28414000	51.33	51.33	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	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>28414000</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>24</b>	<b>32458030</b>	<b>32458030</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	9	4703656	4703656	8.50	8.50		
(b)	Financial Institutions / Banks	6	3800	400	0.01	0.01		
(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	105989	105989	0.19	0.19		
(f)	Foreign Institutional Investors	17	1192521	1191921	2.15	2.15		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>33</b>	<b>6005966</b>	<b>6001966</b>	<b>10.85</b>	<b>10.85</b>		
<b>(2)</b>	<b>Non-Institutions</b>						N.A	N.A
(a)	Bodies Corporate	251	1785926	1778826	3.23	3.23		
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	12196	4786601	3998740	8.65	8.65		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	61	9540873	9496953	17.23	17.23		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d)	Any Other (specify)							
i	Foreign Corporate Bodies	0	0	0	0.00	0.00		
ii	Non Resident Indian	144	123404	122604	0.22	0.22		
iii	Trusts	4	659200	659200	1.19	1.19		
	<b>Sub-total (B) (2)</b>	<b>12656</b>	<b>16896004</b>	<b>16056323</b>	<b>30.52</b>	<b>30.52</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>12689</b>	<b>22901970</b>	<b>22058289</b>	<b>41.37</b>	<b>41.37</b>		
	<b>TOTAL (A)+(B)</b>	<b>12713</b>	<b>55360000</b>	<b>54516319</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>12713</b>	<b>55360000</b>	<b>54516319</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,2012

Scrip Code : 506076

**(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	SOCIETE DE PARTICIPATIONS FINANCIERES ETINDUSTRIELLES	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	334879	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>32458030</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**

**(c) (i) more than 1% of the total number of shares**

Sr. No. (I)	Name of the shareholder (II)	Details of Shares held		Details of warrants		etails 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	
1	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	1,537,532	2.78	0	0.00	0	0.00	2.78
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	1,406,579	2.54	0	0.00	0	0.00	2.54
3	HDFC TRUSTEE COMPANY LTD HDFC MF MONTHLY INCOME PLAN LONG TERM PLAN	942,719	1.70	0	0.00	0	0.00	1.70
4	YASMEN SOARAB MEHTA	678,080	1.22	0	0.00	0	0.00	1.22
5	NAUSHAD SORAB 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	587,232	1.06	0	0.00	0	0.00	1.06
11	MAYANK JASHWANTLAL SHAH	562,000	1.02	0	0.00	0	0.00	1.02
	<b>TOTAL</b>	<b>8,941,980</b>	<b>16.15</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>16.15</b>

(I)

(c) Statement showing holding of securities (including shares,warrants,convertible securities) of persons (together with PAC) belonging to the category

(ii) "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	
TOTAL		0	0.00	0	0.00	0	0.00	0.00

(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.			
TOTAL				

(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.				
TOTAL				

(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.				
TOTAL				

**(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 ,2012****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