

Voting through Ballot Paper and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results										
Date of the AGM/ EGM			25-Jul-19							
Total number of shareholders on record date			16043							
No. of Shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:			10							
Public:			49							
No. of Shareholders attended the meeting through Video Conferencing:										
Promoter and Promoter Group:			Not Applicable							
Public:			Not Applicable							
Resolution Required: (Ordinary/Special)			Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company							
ORDINARY BUSINESS:										
Item No. 1:										
To receive, consider and adopt:										
a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and,										
b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18436102	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18436102	0	100.00	0.00	0
3	Public-Others	E-Voting	24427366	185847	0.76	185779	68	99.96	0.04	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	246615	68	99.97	0.03	3460
Total	Total	E-Voting	110720000	18621949	16.82	18621881	68	100.00	0.00	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82259861	68	100.00	0.00	3460



Resolution required: (Ordinary / Special)				Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, deemed to be interested to the extent of their respective shareholding in the Company						
ORDINARY BUSINESS:										
Item No. 2:										
To declare a dividend on Equity Shares for the financial year ended March 31, 2019										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18436102	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18436102	0	100.00	0.00	0
3	Public-Others	E-Voting	24427366	185847	0.76	185778	69	99.96	0.04	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	246614	69	99.97	0.03	3460
Total	Total	E-Voting	110720000	18621949	16.82	18621880	69	100.00	0.00	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82259860	69	100.00	0.00	3460



Resolution required: (Ordinary / Special)			Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company							
ORDINARY BUSINESS:										
Item No. 3:										
To appoint a Director in place of Mr. Patrick Millot (Director Identification No. 00066275), who retires by rotation and, being eligible, offers himself for re-appointment										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	9765732	8670370	52.97	47.03	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	9765732	8670370	52.97	47.03	0
3	Public-Others	E-Voting	24427366	185847	0.76	171660	14187	92.37	7.63	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	232496	14187	94.25	5.75	3460
Total	Total	E-Voting	110720000	18621949	16.82	9937392	8684557	53.36	46.64	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	73575372	8684557	89.44	10.56	3460



Resolution required: (Ordinary / Special)				Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, deemed to be interested to the extent of their respective shareholding in the Company						
SPECIAL BUSINESS:										
Item No. 4:										
Appointment of Mr. Sreedhar Natarajan as a Director of the Company										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18408427	27675	99.85	0.15	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18408427	27675	99.85	0.15	0
3	Public-Others	E-Voting	24427366	185847	0.76	171660	14187	92.37	7.63	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	232496	14187	94.25	5.75	3460
Total	Total	E-Voting	110720000	18621949	16.82	18580087	41862	99.78	0.22	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82218067	41862	99.95	0.05	3460



Resolution required: (Ordinary / Special)				Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, deemed to be interested to the extent of their respective shareholding in the Company						
SPECIAL BUSINESS:										
Item No. 5:										
Appointment of Dr. Archana Niranjn Hingorani as an Independent Director of the Company										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18436102	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18436102	0	100.00	0.00	0
3	Public-Others	E-Voting	24427366	185847	0.76	185098	749	99.60	0.40	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	245934	749	99.70	0.30	3460
Total	Total	E-Voting	110720000	18621949	16.82	18621200	749	100.00	0.00	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82259180	749	100.00	0.00	3460



Resolution required: (Ordinary / Special)				Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, deemed to be interested to the extent of their respective shareholding in the Company						
SPECIAL BUSINESS:										
Item No. 6:										
Re-appointment of Mr. Keki M. Elavia as an Independent Director of the Company										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18436102	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18436102	0	100.00	0.00	0
3	Public-Others	E-Voting	24427366	185847	0.76	171460	14387	92.26	7.74	0
		Poll		60836	0.25	60836	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	232296	14387	94.17	5.83	3460
Total	Total	E-Voting	110720000	18621949	16.82	18607562	14387	99.92	0.08	0
		Poll		63637980	57.48	63637980	0	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82245542	14387	99.98	0.02	3460



Resolution required: (Ordinary / Special)			Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company							
SPECIAL BUSINESS:										
Item No. 7:										
Ratification of Remuneration to Cost Auditor of the Company										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	64574772	0	0.00	0	0	0.00	0.00	0
		Poll		63577144	98.46	63577144	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		63577144	98.46	63577144	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	21717862	18436102	84.89	18436102	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		18436102	84.89	18436102	0	100.00	0.00	0
3	Public-Others	E-Voting	24427366	185847	0.76	184929	918	99.51	0.49	0
		Poll		60836	0.25	60436	400	99.34	0.66	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		246683	1.01	245365	1318	99.47	0.53	3460
Total	Total	E-Voting	110720000	18621949	16.82	18621031	918	100.00	0.00	0
		Poll		63637980	57.48	63637580	400	100.00	0.00	3460
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		82259929	74.30	82258611	1318	100.00	0.00	3460

All the resolutions, as set out in the Notice of Annual General Meeting dated May 29, 2019, were passed by the Members by requisite majority.



To,
The Chairman
Grindwell Norton Limited
5th Level, Leela Business Park,
Andheri-Kurla Road, Marol, Andheri (East),
Mumbai - 400059

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Paper at the 69th Annual General Meeting of Grindwell Norton Limited held on Thursday, July 25, 2019 at 03.00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001.

I, Mitesh Dhabliwala, of Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Grindwell Norton Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 69th Annual General Meeting (AGM) of Grindwell Norton Limited on Thursday, July 25, 2019 at 03.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 25, 2019.

The notice dated May 29, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through Ballot Paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Thursday, July 18, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Sunday, July 21, 2019 at 09:00 a.m. (IST) and ended on Wednesday, July 24, 2019 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting through Ballot Paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through Ballot Paper at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through Ballot Paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through Ballot Paper at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and,
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
144	8,22,59,861	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	68	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 2: Ordinary Resolution

To declare a Dividend on Equity Shares for the financial year ended March 31, 2019.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
143	8,22,59,860	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	69	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Patrick Millot (Director Identification No. 00066275), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
117	7,35,75,372	89.44

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	86,84,557	10.56

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 4: Ordinary Resolution

Appointment of Mr. Sreedhar Natarajan (Director Identification No. 08320482), as a Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
139	8,22,18,067	99.95

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	41,862	0.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 5: Ordinary Resolution

Appointment of Dr. Archana Niranjana Hingorani (Director Identification No. 00028037), as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
141	8,22,59,180	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	749	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 6: Special Resolution

Re-appointment of Mr. Keki M. Elavia (Director Identification No. 00003940), as an Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
139	8,22,45,542	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	14,387	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460



Resolution 7: Ordinary Resolution

Ratification of Remuneration to Cost Auditor of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
140	8,22,58,611	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,318	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	3,460

Thanking you,
Yours faithfully,



Mitesh Dhaliwala
Parikh & Associates
Practising Company Secretaries
 FCS: 8331 CP No.: 9511
 111,11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp. Laxmi Indl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri West, Mumbai - 400053

Place: Mumbai

Dated: July 25, 2019