

Date of the AGM/EGM	GRINDWELL NORTON LIMITED
Total number of shareholders on record date	29-07-2022
No. of shareholders present in the meeting either in person or through proxy:	47742
- Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	4
Promoters and Promoter Group:	36
Public:	

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the Report of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	25,385,896	23,018,035	90.6725	23,018,035	0	100.0000	0.0000	0	8,262
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	25,385,896	23,018,035	90.6725	23,018,035	0	100.0000	0.0000	0	8,262
Public- Non Institutions	E-Voting	21,032,332	16,216	0.0771	15,816	400	97.5333	2.4666	0	135
	Poll	0	3,131	0.0149	3,131	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	21,032,332	19,347	0.092	18,947	400	97.9325	2.0675	0	135
	Total	110,720,000	87,339,154	78.8829	87,338,754	400	99.9995	0.0005	0	8397



Resolution No. 2
 ORDINARY - To declare a dividend on Equity Shares for the financial year ended March 31, 2022.

Resolution No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained			
3	ORDINARY - To appoint a Director in place of Mr. Laurent Teulier (Director Identification No. 08587279), who retires by rotation and being eligible, offers himself for re-appointment.	No	Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0		
			Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0	0		
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0	0		
			Total	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0.0000	0	0	0	
			Public- Institutions	E-Voting	25,385,896	23,026,297	90.7051	23,026,297	0	100.0000	0.0000	0.0000	0	0	0
			Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0	0	0	
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0	0	
			Total	25,385,896	23,026,297	90.7051	23,026,297	0	100.0000	0.0000	0.0000	0.0000	0	0	0
			Public- Non Institutions	E-Voting	21,032,332	16,216	0.0771	15,816	400	97.5333	2.4666	0.0000	0.0000	0	135
			Poll	3,131	3,131	0.0149	3,131	0	100.0000	0.0000	0.0000	0.0000	0	0	
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0	0	
			Total	21,032,332	19,347	0.092	18,945	402	97.9222	2.0778	0.0000	0.0000	0	135	
			Total	110,720,000	87,347,416	78.8904	80,559,014	6,788,402	92.2283	7.7717	0.0005	0.0005	0	135	

Resolution No.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained			
3	ORDINARY - To appoint a Director in place of Mr. Laurent Teulier (Director Identification No. 08587279), who retires by rotation and being eligible, offers himself for re-appointment.	No	Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0		
			Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0	0		
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0	0		
			Total	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0.0000	0.0000	0	0	
			Public- Institutions	E-Voting	25,385,896	23,026,297	90.7051	16,238,297	6,788,000	70.5206	29.4793	0.0000	0.0000	0	0
			Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0	0	
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0	0	
			Total	25,385,896	23,026,297	90.7051	16,238,297	6,788,000	70.5206	29.4793	0.0000	0.0000	0	0	
			Public- Non Institutions	E-Voting	21,032,332	16,216	0.0771	15,814	402	97.5209	2.4790	0.0000	0.0000	0	135
			Poll	3,131	3,131	0.0149	3,131	0	100.0000	0.0000	0.0000	0.0000	0	0	
			Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000	0	0	
			Total	21,032,332	19,347	0.092	18,945	402	97.9222	2.0778	0.0000	0.0000	0	135	
			Total	110,720,000	87,347,416	78.8904	80,559,014	6,788,402	92.2283	7.7717	0.0005	0.0005	0	135	



Resolution No.	Resolution required: (Ordinary/ Special)	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
4	ORDINARY - Appointment of Statutory Auditor of the Company										
	Whether promoter/ promoter group are interested in the agenda/resolution?	No									
	Category										
	Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
		Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
	Public- Institutions	E-Voting	25,385,896	23,026,297	90.7051	20,358,933	2,667,364	88.4160	11.5839	0	0
		Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		25,385,896	23,026,297	90.7051	20,358,933	2,667,364	88.4160	11.5840	0	0
	Public- Non Institutions	E-Voting	21,032,332	16,216	0.0771	15,816	400	97.5333	2.4666	0	135
		Poll	0	3,131	0.0149	3,131	0	100.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,032,332	19,347	0.092	18,947	400	97.9325	2.0675	0	135
	Total		110,720,000	87,347,816	78.8904	84,679,652	2,667,764	96.9458	3.0542	0	135

Resolution No.	Resolution required: (Ordinary/ Special)	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
5	SPECIAL - Payment of Commission to Non-Whole-Time Directors										
	Whether promoter/ promoter group are interested in the agenda/resolution?	No									
	Category										
	Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
		Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0
	Public- Institutions	E-Voting	25,385,896	23,026,297	90.7051	20,334,324	2,691,973	88.3091	11.6908	0	0
		Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		25,385,896	23,026,297	90.7051	20,334,324	2,691,973	88.3091	11.6909	0	0
	Public- Non Institutions	E-Voting	21,032,332	16,215	0.0771	15,246	969	94.0240	5.9759	0	136
		Poll	0	3,131	0.0149	3,131	0	100.0000	0.0000	0	0
		Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		21,032,332	19,346	0.092	18,377	969	94.9912	5.0088	0	136
	Total		110,720,000	87,347,815	78.8904	84,654,473	2,692,942	96.9170	3.0830	0	136



Resolution No.	6	ORDINARY - Ratification of Remuneration to Cost Auditor of the Company										
Resolution required: (Ordinary/ Special)	No											
Whether promoter/ promoter group are interested in the agenda/resolution?	No											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained		
Promoter and Promoter Group	E-Voting	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total	64,301,772	64,301,772	100.0000	64,301,772	0	100.0000	0.0000	0	0		
Public- Institutions	E-Voting	25,385,896	23,026,297	90.7051	21,085,199	1,941,098	91.5700	8.4299	0	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0	0		
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total	25,385,896	23,026,297	90.7051	21,085,199	1,941,098	91.5701	8.4299	0	0		
Public- Non Institutions	E-Voting	21,032,332	16,216	0.0771	15,811	405	97.5024	2.4975	0	135		
	Poll	0	3,131	0.0149	3,131	0	100.0000	0.0000	0	0		
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0	0		
	Total	21,032,332	19,347	0.092	18,942	405	97.9067	2.0933	0	135		
	Total	110,720,000	87,347,416	78.8904	85,405,913	1,941,503	97.7773	2.2227	0	135		





To,
The Chairman
Grindwell Norton Limited
5th Level, Leela Business Park, Andheri-Kurla Road
Marol, Andheri (East)
Mumbai 400 059

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote 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 for the 72nd Annual General Meeting of Grindwell Norton Limited held on Friday, July 29, 2022 at 3:00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Mitesh Dhaliwala, of Parikh & Associates, Practising Company Secretaries, had been 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 72nd Annual General Meeting ("AGM") of Grindwell Norton Limited on Friday, July 29, 2022 at 3:00 p.m. IST through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process at the said AGM.

The notice dated May 06, 2022, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021.

The Company had availed the e-voting facility offered by KFin Technologies Limited ("KFintech") for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The remote e-voting period commenced on Tuesday, July 26, 2022 at 9:00 a.m. (IST) and ended on Thursday, July 28, 2022 at 5:00 p.m. (IST) and the KFinTech e-voting platform was disabled thereafter.

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

The Shareholders of the Company holding shares as on the "cut-off" date of Friday, July 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the KFinTech e-voting system.

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

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM 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 the e-voting at the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, 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
240	8,73,38,754	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
1	400	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To declare a dividend on Equity Shares for the financial year ended March 31, 2022.

(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
241	8,73,47,016	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
1	400	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Laurent Tellier (Director Identification No. 08587279), 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
170	8,05,59,014	92.23

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
72	67,88,402	7.78

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution**Appointment of Statutory 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
235	8,46,79,652	96.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	26,67,764	3.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Special Resolution**Payment of Commission to Non-Whole-Time Directors**(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
228	8,46,54,473	96.92

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	26,92,942	3.08

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: 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
237	8,54,05,913	97.78

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	19,41,503	2.22

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

MITESH
DHABLIWALA

Digitally signed by MITESH
DHABLIWALA
Date: 2022.07.29 18:11:07 +05'30'

Mitesh Dhabliwala

Parikh & Associates

Practising Company Secretaries

FCS: 8331 CP No.: 9511

UDIN: F008331D000710923

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 29, 2022.