

Voting through Ballot Paper and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results

Date of the AGM/ EGM	26-Jul-18
Total number of shareholders on record date (being the cut-off date for determining the shareholders entitled to vote - July 19, 2018)	15754
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	48
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	Not Applicable
Public:	
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, 2018, 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, 2018, 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
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	64613256	0	0.00	0	0	0.00	0.00
		Poll		63577628	98.40	63577628	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63577628	98.40	63577628	0	100.00	0.00
2	Public - Institutional holders	E-Voting	21136125	16845389	79.70	16845389	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		16845389	79.70	16845389	0	100.00	0.00
3	Public-Others	E-Voting	24970619	229456	0.92	229430	26	99.99	0.01
		Poll		21117	0.08	21117	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		250573	1.00	250547	26	99.99	0.01
Total	Total	E-Voting	110720000	17074845	15.42	17074819	26	100.00	0.00
		Poll		63598745	57.44	63598745	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		80673590	72.86	80673564	26	100.00	0.00



Voting through Ballot Paper and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results

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, 2018.

	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
			[1]	[2]	[3]=([2]/[1]) *100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
1	Promoter and Promoter Group	E-Voting	64613256	0	0.00	0	0	0.00	0.00
		Poll		63577628	98.40	63577628	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63577628	98.40	63577628	0	100.00	0.00
2	Public - Institutional holders	E-Voting	21136125	16845389	79.70	16845389	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		16845389	79.70	16845389	0	100.00	0.00
3	Public-Others	E-Voting	24970619	229656	0.92	229630	26	99.99	0.01
		Poll		21117	0.08	21117	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		250773	1.00	250747	26	99.99	0.01
Total		E-Voting	110720000	17075045	15.42	17075019	26	100.00	0.00
		Poll		63598745	57.44	63598745	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		80673790	72.86	80673764	26	100.00	0.00



Voting through Ballot Paper and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results									
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 Ms. Marie-Armelle Chupin (Director Identification No. 00066499), who retires by rotation and, being eligible, offers herself 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
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	64613256	0	0.00	0	0	0.00	0.00
		Poll		63577628	98.40	63577628	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63577628	98.40	63577628	0	100.00	0.00
2	Public - Institutional holders	E-Voting	21136125	16845389	79.70	15042108	1803281	89.30	10.70
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		16845389	79.70	15042108	1803281	89.30	10.70
3	Public-Others	E-Voting	24970619	229656	0.92	216278	13378	94.17	5.83
		Poll		21117	0.08	21117	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		250773	1.00	237395	13378	94.67	5.33
Total	Total	E-Voting	110720000	17075045	15.42	15258386	1816659	89.36	10.64
		Poll		63598745	57.44	63598745	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		80673790	72.86	78857131	1816659	97.75	2.25



Voting through Ballot Paper and Electronic Voting (e-voting) of Grindwell Norton Limited - details of voting results									
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:									
Ratification of Remuneration of 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
			[1]	[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	64613256	0	0.00	0	0	0.00	0.00
		Poll		63577628	98.40	63577628	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63577628	98.40	63577628	0	100.00	0.00
2	Public - Institutional holders	E-Voting	21136125	16845389	79.70	16845389	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		16845389	79.70	16845389	0	100.00	0.00
3	Public-Others	E-Voting	24970619	229656	0.92	229620	36	99.98	0.02
		Poll		21117	0.08	20717	400	98.11	1.89
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		250773	1.00	250337	436	99.83	0.17
	Total	E-Voting	110720000	17075045	15.42	17075009	36	100.00	0.00
		Poll		63598745	57.44	63598345	400	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		80673790	72.86	80673354	436	100.00	0.00

All the resolutions, as set out in the Notice of Annual General Meeting dated May 30, 2018, were passed by the Members by requisite majority.



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

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 68th Annual General Meeting of Grindwell Norton Limited held on Thursday, July 26, 2018 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 Dhaliwala, of M/s. 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 68th Annual General Meeting (AGM) of Grindwell Norton Limited on Thursday, July 26, 2018 at 03.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 26, 2018.

The notice dated May 30, 2018 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 19, 2018 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 22, 2018 at 09:00 a.m. (IST) and ended on Wednesday, July 25, 2018 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, 2018, 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, 2018, 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
129	8,06,73,564	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
2	26	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, 2018.

(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
130	8,06,73,764	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
2	26	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 Ms. Marie-Armelle Chupin (Director Identification No. 00066499), who retires by rotation and, being eligible, offers herself 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	7,88,57,131	97.75

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
15	18,16,659	2.25

(iii) **Invalid** votes:

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



Resolution 4: Ordinary Resolution**Ratification of Remuneration of 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
128	8,06,73,354	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	436	0.00

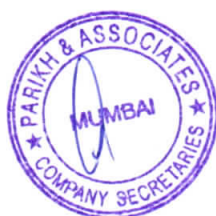
(iii) **Invalid** votes:

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

Thanking you,
Yours faithfully,

Mitabhawala

Mitesh Dhabliwala
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 26, 2018