



5th August, 2015

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai 400 001

Dear Sir/Madam,

Re: SCRIP CODE: 506076/GRINDWELL

Sub: Clause 35A of the Listing Agreement

We wish to inform that the Annual General Meeting (AGM) of the Equity Shareholders of the Company was held on 4th August, 2015 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai – 400 001.

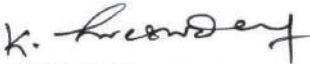
Date of the AGM: **4th August, 2015**

Total number of shareholders on record date (28th July, 2015): **12,538**

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	71
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public	NA

The shareholders transacted the businesses as provided in Annexure. The mode of voting was by remote e-voting and through Ballot Paper at the AGM.

Yours faithfully,
For **GRINDWELL NORTON LIMITED**


K. VISWESWARAN
COMPANY SECRETARY
Membership No. A 16123

5th Level, Leela Business Park,
Andheri-Kurla Road, Andheri (East),
Marol, Mumbai – 400059

CC: National Securities Depository Ltd
Trade World, 4th Floor,
Kamala Mills Compound,
Lower Parel, Mumbai 400 013

ISIN – INE 536A01023

The Agenda wise approval at the Annual General Meeting is as under:-

Promoter / Public	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 of votes polled	% of votes against on votes polled
Resolution 1 - Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31st March, 2015 together with the reports of the Board of Directors and Auditors' thereon (Ordinary Resolution)							
Promoter and Promoter group	32678352	31788080	97.28	31788080	0	100.00	0
Public – Institutional holders	8185057	6195554	75.69	6195554	0	100.00	0
Public – Others	14496591	235028	1.62	235028	0	100.00	0
Total	55360000	38218662	69.04	38218662	0	100.00	0
Resolution 2 - Declaration of dividend on equity shares (Ordinary Resolution)							
Promoter and Promoter group	32678352	31788080	97.28	31788080	0	100.00	0
Public – Institutional holders	8185057	6209019	75.86	6209019	0	100.00	0
Public – Others	14496591	235028	1.62	235028	0	100.00	0
Total	55360000	38232127	69.06	38232127	0	100.00	0



Promoter / Public	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 of votes polled	% of votes against on votes polled
Resolution 3 - Appoint a Director in place of Mr. Guillaume Texier who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)							
Promoter and Promoter group	32678352	31788080	97.28	31788080	0	100.00	0.00
Public – Institutional holders	8185057	6209019	75.86	4515489	1693530	72.72	27.28
Public – Others	14496591	234928	1.62	234922	6	100.00	0.00
Total	55360000	38232027	69.06	36538491	1693536	95.57	4.43
Resolution 4 - Re-appointment of Auditors (Ordinary Resolution)							
Promoter and Promoter group	32678352	31788080	97.28	31788080	0	100.00	0.00
Public – Institutional holders	8185057	6008238	73.40	5749799	258439	95.70	4.30
Public – Others	14496591	234928	1.62	234922	6	100.00	0.00
Total	55360000	38031246	68.70	37772801	258445	99.32	0.68



Promoter / Public	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 of votes polled	% of votes against on votes polled
Resolution 5 – Ratification of Remuneration to Cost Auditors (Ordinary Resolution)							
Promoter and Promoter group	32678352	31788080	97.28	31788080	0	100.00	0.00
Public – Institutional holders	8185057	6209019	75.86	6209019	0	100.00	0.00
Public – Others	14496591	234928	1.62	234528	400	99.83	0.17
Total	55360000	38232027	69.06	38231627	400	100.00	0.00

For GRINDWELL NORTON LIMITED

K. Visweswaran
K. VISWESWARAN
COMPANY SECRETARY
Membership No. A 16123



5th Level, Leela Business Park,
 Andheri-Kurla Road, Andheri (East),
 Marol, Mumbai – 400059

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 - 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 and voting at the Annual General Meeting of Grindwell Norton Limited held on Tuesday, August 04, 2015 at 3.00p.m.

I, Mitesh Dhaliwala of M/s. Parikh & Associates, Practicing 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 by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Grindwell Norton Limited held on Tuesday, August 04, 2015 at 3.00 p.m

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 04, 2015.

The Notice dated May 14, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting 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 facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.



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The shareholders of the company holding shares as on the "cut-off" date of July 28, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, July 31, 2015 at 09:00 a.m. (IST) and ended on Monday, August 03, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, 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 Annual General Meeting 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 National Securities Depository Limited (NSDL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



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Resolution 1: Ordinary Resolution

Adoption of:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3,82,18,662	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

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



Resolution 2: Ordinary Resolution

Declaration of dividend for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
126	3,82,32,127	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

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



Resolution 3 : Ordinary Resolution

To appoint a Director in place of Mr. Guillaume Texier (DIN 05103331), 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 votes cast by them	% of total number of valid votes cast
108	3,65,38,491	95.57

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	16,93,536	4.43

(iii) Invalid votes:

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



Resolution 4: Ordinary Resolution**Re-appointment of Auditors.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
116	3,77,72,801	99.32

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	2,58,445	0.68

(iii) **Invalid** votes:

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



Resolution 5: Ordinary Resolution

Ratification of remuneration to Cost Auditors.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
124	3,82,31,627	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of 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 votes cast by them
NIL	N.A

Thanking you,
Yours faithfully,



Mitesh Dhabliwala
Parikh & Associates

Practising Company Secretaries

ACS: 24539 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: August 04, 2015