

NOTICE

Notice is hereby given that the 76th Annual General Meeting (“AGM”) of the Members of Grindwell Norton Limited will be held on **Friday, July 24, 2026** at **3:00 p.m. IST** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, 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, 2026, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2026.
3. To appoint a Director in place of Mr. Sreedhar Natarajan (Director Identification No. 08320482), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration of the Cost Auditor of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended, a remuneration of ₹3,25,000/- (Rupees three lakhs twenty-five thousand only) plus applicable taxes and out-of-pocket expenses at actuals payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), who have been appointed by the Board of Directors on the recommendation of the Audit Committee as the Cost Auditor of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors

Girish T. Shajani

Company Secretary
Membership No. A22547

Mumbai, May 8, 2026

Registered Office:

5th Level, Leela Business Park
Andheri-Kurla Road, Marol
Andheri (East), Mumbai 400 059
Tel: +91 22 4021 2121
Fax: +91 22 4021 2102
Corporate Identification Number: L26593MH1950PLC008163
Email: sharecmpt.gno@saint-gobain.com
Website: www.grindwellnorton.co.in

NOTES:

1. Annual General Meeting ("AGM"):

- (a) Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 and the latest being No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), the Company is convening the 76th Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ("SEBI"), vide its Circulars dated May 12, 2020, January 15, 2021, May 5, 2022, May 13, 2022, January 5, 2023, October 7, 2023, October 3, 2024 and June 5, 2025 (collectively referred to as "SEBI Circulars"), and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended.

In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the Listing Regulations and MCA Circulars, the 76th AGM of the Company will be held through VC/OAVM on **Friday, July 24, 2026 at 3:00 p.m. IST**. The registered office of the Company shall be deemed venue of the AGM.

- i. The Statement pursuant to Section 102(1) of the Act, relating to Special Business to be transacted at the 76th AGM, and the details, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at the AGM are also annexed.
- ii. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by Members during the AGM. All documents referred to in the Notice and Statement will also be available for electronic inspection without any fees by the Members from the date of circulation of this Notice up to the date of AGM i.e. Friday, July 24, 2026. Members can write to the Company Secretary at sharecmpt.gno@saint-gobain.com.
- iii. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2025-26, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited ("RTA")/Depository Participants ("DPs")/Depositories. Members whose email IDs are not registered with the Company or Depositories may register the same at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on or before 5:00 p.m. IST on July 15, 2026, to receive the Notice and Report for the financial year 2025-26. Members may note that this Notice of the AGM along with the Annual Report 2025-26, will also be available on the Company's website, <https://www.grindwellnorton.co.in/investors/reports#ReportsTabs2>, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited at <https://evoting.nsdl.com>.
- iv. As per Regulation 36(1)(b) of the Listing Regulations, a letter will be sent by the Company providing the web-link, QR Code, including the exact path where complete details of the Annual Report (including the Notice) is available, to those shareholder(s) who have not registered their email address with the Company/RTA/DPs/Depositories.
- v. Further, as per Regulation 36(1)(c) of Listing Regulations, hard copy of the Annual Report is required to be sent only to those shareholder(s) who specifically requested for the same. Accordingly, shareholder(s) who wish to obtain a hard copy of the Annual Report 2025-26, may write to the Company at sharecmpt.gno@saint-gobain.com or the RTA of the Company at investor.helpdesk@in.mpms.mufg.com, requesting for the same by providing demat account/folio number.
- vi. The Company has engaged the services of National Securities Depository Limited as the authorised agency for conducting the AGM through VC/OAVM and providing e-Voting facility.

- vii. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- viii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- ix. Members desirous of seeking any further information about the financial statements and/or operations of the Company are requested to address their queries to the Company on or before Wednesday, July 22, 2026, through email on sharecmpt.gno@saint-gobain.com, so that the information, to the extent practicable, can be made available at the AGM or the same will be replied by the Company suitably.
- x. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip and Route Map of AGM are not annexed to this Notice.**

2. Dividend for the financial year 2025-26:

- (a) The Company has fixed Friday, July 10, 2026, as the "Record Date" for determining the entitlement of Members to the dividend for the financial year ended March 31, 2026, if approved by the Members at the ensuing AGM.
- (b) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or from Tuesday, July 28, 2026, as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and Central Depository Service (India) Limited ("CDSL") as of the close of business hours on Friday, July 10, 2026.
 - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 10, 2026.
- (c) In order to enable the Company to remit dividend, as and when declared, electronically through National Electronic Clearing Services ("NECS"), National Electronic Fund Transfer ("NEFT"), etc. Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/ cancelled cheque. The said information should be submitted to the Company/RTA, if the shares are held in physical form and to the concerned DP, if the shares are held in electronic form.
- (d) Members holding shares,
 - i. Members holding shares in physical form are advised to furnish their Permanent Account Number ("PAN"), contact details (including postal address with PIN code and mobile number), bank account details, specimen signatures, and other relevant particulars in respect of their physical folios to the Company or its Registrar and Share Transfer Agent ("RTA"), pursuant to the provisions of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2026/38 dated February 6, 2026 ("SEBI Master Circular").

SEBI has mandated that dividend payments to shareholders holding shares in physical form shall be made only through electronic modes. Accordingly, dividend payments to eligible shareholders shall be processed only after the aforesaid details have been duly updated.

In view of the above, Members holding shares in physical form are requested to submit the prescribed forms for updating their KYC details, duly filled in and signed, along with the requisite supporting documents, at the earliest to the RTA at investor.helpdesk@in.mpms.mufg.com.

The Company is also in the process of sending individual communications to such Members in this regard, in compliance with the aforesaid SEBI Master Circular and Regulation 12 of the Listing Regulations.
 - ii. in dematerialised form and seeking to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

3. Tax Deducted at Source ("TDS") on dividend:

Pursuant to the Income Tax Act, 2025, as amended, dividend income is taxable in the hands of the shareholders, and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates. The Members of the Company are requested to kindly go through the email sent to their registered email ID for more details with respect to deduction of tax at source on dividend.

For the prescribed tax rates applicable to various categories, Members are requested to refer to the Income-tax Act, 2025 and the relevant Finance Acts of the respective years.

The Members are requested to update their PAN with the Depository Participants ("DPs") in case shares are held in dematerialised form, and with the Company or Registrar and Share Transfer Agent ("RTA"), in case shares are held in physical form.

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax*	i. Form 121 (form can be accessed at https://web.in.mpms.mufig.com/client-downloads.html) (The erstwhile form 15G or form 15H shall not be accepted for this purpose)
Non-resident shareholders [including Foreign Portfolio Investors ("FPIs")] who can avail beneficial rates under tax treaty between India and their country of tax residence*	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 41 (erstwhile Form 10F) v. Any other document which may be required

*If PAN is incorrect/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available.

To avail exemption of TDS, Members are requested to submit required documents/declaration by email to Csgexemptforms2627@in.mpms.mufig.com or upload the documents on <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> on or before 11:59 p.m. IST on Friday, July 10, 2026.

4. Transfer of unclaimed/unpaid dividend to the Investor Education and Protection Fund ("IEPF"):

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), any dividend remaining unclaimed for a consecutive period of seven (7) years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of which dividend has remained unclaimed for seven (7) consecutive years or more from the date of transfer to the Unpaid Dividend Account are also liable to be transferred to the IEPF Authority. This requirement shall not apply to shares in respect of which there is a specific order of a Court, Tribunal, or Statutory Authority restraining such transfer.

The unclaimed or unpaid dividend for the financial year ended March 31, 2018, was transferred to the IEPF on September 29, 2025.

During the financial year 2025-26, 22,096 equity shares in respect of which dividend has remained unclaimed by Members for seven (7) consecutive years or more have been transferred by the Company to the IEPF. Details of the shares transferred have been uploaded on the website of the IEPF as well as on the Company's website: <https://www.grindwellnorton.co.in/investors/shareholders-corner#ShareholderTabs4>.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. Friday, July 25, 2025, on the website of the IEPF, iepf.gov.in and on the website of the Company, <https://www.grindwellnorton.co.in/investors/shareholders-corner#ShareholderTabs4>.

In the interest of the Members, the Company sends periodical reminders to the Members to claim their dividends in order to avoid transfer of dividends/shares to the IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and Members whose shares are liable to be transferred to the IEPF Authority are uploaded on the Company's website, <https://www.grindwellnorton.co.in/investors/shareholders-corner#ShareholderTabs4>.

The information in respect of the dividends is as follows:

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2018-19	July 25, 2019	August 26, 2026
2019-20	July 24, 2020	August 26, 2027
2020-21	July 28, 2021	September 1, 2028
2021-22	July 29, 2022	August 29, 2029
2022-23	August 14, 2023	September 12, 2030
2023-24	July 18, 2024	August 16, 2031
2024-25	July 29, 2025	August 23, 2032

The Members who are yet to encash their dividend are advised to send requests for duplicate dividend warrants in case they have not received/not encashed the dividend warrants for any of the above-mentioned financial years and/or send for revalidation of the un-encashed dividend warrants still held by them to Mr. Girish T. Shajani, Company Secretary, Compliance Officer and Nodal Officer or Ms. Smita Rao of MUFG Intime India Private Limited.

Shareholders are requested to claim their unpaid/unclaimed dividend at the earliest and, in any event, before the respective due date for transfer to the Investor Education and Protection Fund (IEPF), as indicated above. Please note that any dividend remaining unclaimed on or before the due date will be transferred to the IEPF in accordance with the provisions of the Act.

However, you can claim from the IEPF Authority the unclaimed dividend amount transferred to IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website, www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF-5 to the Company.

No claims shall lie against the Company in respect of the dividend/shares so transferred to the IEPF Authority. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

IEPF related process: Dividends remaining unclaimed for seven (7) consecutive years are transferred to IEPF along with the shares. The brief procedure for claiming such dividends and shares from IEPF Authority is as under:

Step-1	Step-2	Step-3	Step-4	Step-5
Update KYC requirement and submit self-attested copy of required documents to the Company/RTA to obtain Entitlement Letter.	Submit web form IEPF-5 on the MCA portal by creating a login on the MCA portal www.mca.gov.in Scan the QR code to know the steps for filing web form IEPF- 5.	Send self-attested copy of web form IEPF-5 along with the requisite attachments to the Company/RTA within 10-15 days from the date filing of web form IEPF- 5 and upload the Postal Receipt of the document sent to the Company/ RTA on the dedicated section of MCA portal and submit the form.	The Company to submit the e-verification report to the IEPF Authority ("IEPFA").	IEPFA will examine the completeness of the documents and either approve your claim or seek clarifications. If your claim is approved, IEPFA will: a. Credit the dividend amount to your Aadhaar linked bank account through electronic transfer; and b. Credit the shares to your Demat account.



5. Know Your Customer (“KYC”) update:

The Company has been sending annual reminder letters to encourage shareholders to update their KYC details. Pursuant to SEBI's Master Circular read with Circular dated June 10, 2024, holders of physical securities are required to:

- i. furnish PAN, KYC details (including contact and bank details), specimen signature, and nomination. Providing email ID is optional but recommended to access online services.
- ii. ensure PAN is linked with Aadhaar.

Shareholders holding physical shares who have not yet submitted the above details are requested to do so with the Company or its RTA at the earliest. Those holding shares in dematerialised form should update the same with their respective DPs.

Shareholders are also requested to update their email addresses by writing to csg-unit@in.mpms.mufg.com (for shares held in physical form) or with their respective DPs (for shares held in dematerialised form).

6. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, email ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in dematerialised form, to their DPs
- b. For shares held in physical form, to the Company/RTA in prescribed Form ISR-1 and other forms as per SEBI Master Circular.

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 (Section 72 of the Act).

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, Member may submit the same in Form ISR-3 or SH-14 as the case may be. The said Forms can be downloaded from the Company's website <https://www.grindwellnorton.co.in/investors/shareholders-corner> > Shareholder Information > Forms & Documents. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

7. Mandatory Dematerialisation of Shares:

SEBI has mandated that listed companies shall process service requests[#] for issue of securities only in dematerialised form, subject to the folio being KYC compliant. Accordingly, Members are required to submit duly filled and signed Form ISR-4, available on the Company's website at <https://www.grindwellnorton.co.in/investors/shareholders-corner> > Shareholder Information > Forms & Documents, in accordance with the SEBI Master Circular.

#Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Transfer, transmission, and transposition of securities shall be effected only in dematerialised form, as per Regulation 40(1) of the Listing Regulations. Members holding shares in physical form are advised to dematerialise their holdings to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation.

Members are requested to ensure that their PAN, KYC details, bank details, and nomination (optional) are updated with their Depository Participant (for shares held in dematerialised form) or with the Company/RTA (for shares held in physical form).

Members holding shares in physical form are also requested to consolidate multiple folios held in identical names by submitting relevant details and share certificates to the Company/RTA. Assistance in this regard may be obtained from the Company or its RTA.

8. Special Window for re-lodgement of transfer requests for physical shares:

Pursuant to SEBI Circular No. SEBI/HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a Special Window has been opened for a period of one year for transfer and dematerialisation of physical securities that were sold/purchased prior to April 1, 2019.

This Special Window also covers transfer requests that were earlier submitted but were rejected, returned or not processed due to deficiency in documents, procedural requirements or any other reason.

Special Window period: February 5, 2026 - February 4, 2027

Members holding physical shares are requested to re-lodge their transfer requests by submitting complete and requisite forms and documents with the Company's RTA at the address mentioned below during the aforesaid Special Window period.

9. Second 100-Day "Saksham Niveshak" Campaign:

The Investor Education and Protection Fund Authority ("IEPFA"), Ministry of Corporate Affairs ("MCA") through its intimation dated March 27, 2026, has requested companies to undertake Second 100 days "Saksham Niveshak" Campaign, to reach out to shareholders who have unpaid or unclaimed dividends.

The objective of this initiative is to encourage shareholders to update their KYC details, bank mandates and contact information to facilitate direct payment of the unpaid and unclaimed dividends/shares if any to the rightful shareholder and prevent its transfer to the IEPFA.

Campaign period: April 1, 2026 - July 9, 2026

Members are requested to furnish the requisite forms and supporting documents, as detailed below, to the Company's RTA or their respective DP, as applicable.

Shares held in physical form:	Shares held in demat form:
- Request letter - Original unclaimed warrant(s), if applicable - Original cancelled cheque - Duly filled KYC forms (ISR-1, ISR-2, SH-13/ISR-3)	- Request letter - Self-attested Client Master List (CML), not older than 2 months - Original cancelled cheque

10. Forms for availing various Investor services:

Registering/Updating the KYC details	Required Form
PAN	ISR - 1
Contact details (postal address, mobile number & email)	
Bank details	
Signature	ISR - 1, ISR - 2 (as applicable)
Nominee details	SH - 13, SH - 14, ISR - 3 (as applicable)

Further, to enhance ease of dealing in the securities market, SEBI has, vide its Master Circular, mandated that listed companies shall issue securities in dematerialised form only while processing the following service requests.

Nature/Details of Request	Required Form
Issue of duplicate securities certificate	
Replacement/ Renewal/Exchange of securities certificate	
Consolidation of securities certificates/folios	
Sub-division/Splitting of securities certificate	
Endorsement	Form No. ISR-4 (along with relevant documents)
Consolidation of folios	
Change in the name of the holder	
Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account	
Transposition	
Transmission	Form No. ISR-5 (along with relevant documents)

The above-mentioned Forms and SEBI Circular are available on:

Website of the Company

<https://www.grindwellnorton.co.in/investors/shareholders-corner#ShareholderTabs1w>


Website of the RTA

<https://web.in.mpms.mufig.com/client-downloads.html>


11. Dispute/Query Resolution:

- (a) SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, for Online Resolution of Disputes in the Indian Securities Market has established a Common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned Circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investor can initiate dispute resolution through the ODR Portal, <https://smartodr.in/login>.
- (b) The RTA of the Company has also developed web-based query resolution for seamless resolution of queries, as below:

Swayam

‘SWAYAM’ is a secure, user-friendly web-based application, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at <https://swayam.in.mpms.mufig.com/>


iDIA

Chatbot utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by visiting RTA’s website at <https://in.mpms.mufig.com/home-KYC.html>


FAQs

The FAQ section on the RTA’s website has very detailed answers to probable investor queries. Please visit <https://web.in.mpms.mufig.com/faq.html> to find answers to your queries related to securities



THE INSTRUCTIONS FOR E-VOTING AND JOINING AGM ARE AS FOLLOWS:

AGM PARTICIPATION AND VOTING THROUGH ELECTRONIC MEANS

Instruction for e-Voting:

- i. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services ("remote e-Voting") provided by NSDL on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period shall commence on Tuesday, July 21, 2026 at 9:00 a.m. IST and will end on Thursday, July 23, 2026 at 5:00 p.m. IST. During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, July 17, 2026 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL after Thursday, July 23, 2026 at 5:00 p.m. IST. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
- iii. Members who have cast their vote by remote e-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- v. The Board of Directors have appointed Mr. P.N. Parikh (Membership No. FCS 327 CP 1228) and failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP 9511) and failing him Ms. Sarvari Shah (Membership No. FCS 9697, CP 11717) of M/s. Parikh & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.
- vi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vii. The result declared along with the Scrutinizer's Report shall be placed on the Company's <https://grindwellnorton.co.in/> and on the website of NSDL <https://evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- viii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialised mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode."

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS eservices, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password. - After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "**EVEN - 139671**" to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to grindwell.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

Process for shareholders whose email IDs are not registered with the depositories for obtaining the User ID and Password and for registration of email IDs for e-Voting on the resolutions set out in this Notice:

1. In case shares are held in physical form please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sharecmpt.gno@saint-gobain.com.
2. In case shares are held in demat form, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sharecmpt.gno@saint-gobain.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at sharecmpt.gno@saint-gobain.com from Wednesday, July 15, 2026 from 9:00 a.m. IST to Monday, July 20, 2026 till 5:00 p.m. IST.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned under Item No. 4 of the accompanying Notice:

Item No. 4:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065) as “Cost Auditor” of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditor.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice, for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice.

By Order of the Board of Directors

Girish T. Shajani

Company Secretary
Membership No. A22547

Mumbai, May 8, 2026

Registered Office:

5th Level, Leela Business Park
Andheri-Kurla Road, Marol
Andheri (East), Mumbai 400 059
Tel: +91 22 4021 2121
Fax: +91 22 4021 2102
Corporate Identification Number: L26593MH1950PLC008163
Email: sharecmpt.gno@saint-gobain.com
Website: www.grindwellnorton.co.in

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2))

Item No. 3:

Name of the Director	Mr. Sreedhar Natarajan
Director Identification Number (DIN)	08320482
Date of Birth	July 10, 1969
Age	56 years
Date of first appointment on the Board	November 5, 2019
Qualifications	CMA, Master's Degree in Commerce and Master's Degree in Management
Brief profile	Sreedhar Natarajan joined the Group in June 1994 as a Management Accountant in the Abrasives business in India. In 2003, he moved to Paris to work in Corporate Finance roles. In 2006, he became CFO Gypsum & Insulation for Spain, Italy, Benelux, Switzerland, and Egypt. He returned to India in 2008 as Vice-President Coated & Superabrasives and was appointed Vice-President Abrasives India in 2010. In 2015, he moved back to Paris as Vice-President Finance for the High Performance Materials Sector, also responsible for the Strategy, IT, Digital, and Purchasing functions of the Sector Since January 1, 2019, he has been the Chief Financial Officer of the Group He has been appointed as the CEO of Asia-Pacific effective April 2025, including Australia and New Zealand, as well as CEO of Saint-Gobain India. He continues to be a member of the Executive Committee of Saint-Gobain
Expertise in the specific functional role	Wide Experience in Finance and Management
Terms and Conditions of re-appointment	Mr. Sreedhar Natarajan was appointed as a Non-Executive Director on July 25, 2019, liable to retire by rotation. He was re-appointed by the Members in the Annual General Meeting held on August 14, 2023 As per Item No. 3 of the Notice, the approval of the Members is sought for his re-appointment as a Non-Executive Director of the Company, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	No remuneration is payable
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	Held: Five (5) Attended: Five (5)
Directorship held in other listed companies (excluding foreign companies and Section 8 companies) as on March 31, 2026	• Saint-Gobain Sekurit India Limited
Listed entities from which resigned as a Director in the past three years	None
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2026	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of equity shares held in the Company as on March 31, 2026:	
a) in own name	
b) as a beneficial owner	Nil

To facilitate ease of participation, key details of the AGM are provided below:

Particulars	Details
Annual General Meeting	
Day, Date and Time of AGM	Friday, July 24, 2026 at 3:00 p.m. IST
Link for live webcast of the AGM and for participation through VC/OAVM	https://www.evoting.nsdl.com/ (Please click here to access the instructions forming part of the Notice of the AGM)
e-Voting	
Link for remote e-Voting	https://www.evoting.nsdl.com/
Helpline number for VC/OAVM participation and e-Voting	Email: evoting@nsdl.com or call at 022 4886 7000 Members can connect with: Ms. Prajakta Pawle at evoting@nsdl.com (Please click here to access the instructions forming part of the Notice of the AGM)
Cut-off date for e-Voting	Friday, July 17, 2026
Time period for remote e-Voting	Tuesday, July 21, 2026 at 9:00 a.m. IST and will end on Thursday, July 23, 2026 at 5:00 p.m. IST
E-Voting Event Number ("EVEN")	139671
Registration as Speaker Shareholder	
Time period for Registration as Speaker	Wednesday, July 15, 2026 from 9:00 a.m. IST to Monday, July 20, 2026 till 5:00 p.m. IST
Email ID for sending request for Registration as Speaker	sharecmpt.gno@saint-gobain.com
Dividend	
Record Date	Friday, July 10, 2026
Rate of Dividend	₹19/- per equity share
Dividend payment date on or from	Tuesday, July 28, 2026
Tax Deducted at Source ("TDS")	
Cut-off date for submission of TDS on dividend related exemption forms	On or before 11:59 p.m. IST on Friday, July 10, 2026
Email ID where the TDS on dividend related exemption forms to be submitted or upload on the link	csgexemptforms2627@in.mpms.mufig.com https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html

Scan the QR Codes for Quick Access:

For E-Voting and Attending AGM	Email Registration	Download the Forms 121 and 41	Submit/Upload Tax Exemption Documents
			