

**CLAUSE 35 OF EQUITY LISTING AGREEMENT**

(I) (a) Statement showing Shareholding Pattern

<b>Name of the Company:</b>		Grindwell Norton Limited	
Scrip Code,.		506076	
Name of the scrip		GRINDWELNOR	
class of security:		EQUITY	
Quarter ended:		30th September, 2011	
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total No. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by Promoter / Promoters Group	0	0	0
Held by public	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total paid-up capital of the company assuming full conversion of warrants and convertible securities</b>			

Category code (I)	Category of Shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialised form (V)	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a Percentage (IX)=(VIII) / (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	38	3894030	2745230	7.03	7.03	0	0.00
(b)	Central Government / State Governments(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	150000	150000	0.27	0.27	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Other (Trust)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (1)</b>	<b>39</b>	<b>4044030</b>	<b>2895230</b>	<b>7.30</b>	<b>7.30</b>	<b>0</b>	<b>0.00</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	2	28414000	0	51.33	51.33	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>2</b>	<b>28414000</b>	<b>0</b>	<b>51.33</b>	<b>51.33</b>	<b>0</b>	<b>0.00</b>
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>		<b>41</b>	<b>32458030</b>	<b>2895230</b>	<b>58.63</b>	<b>58.63</b>	<b>0</b>	<b>0.00</b>

<b>(B)</b>	<b>Public Shareholding</b>						N.A	N.A
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds / UTI	12	4384038	4384038	7.92	7.92		
(b)	Financial Institutions / Banks	7	4250	850	0.01	0.01		
(c)	Central Government / State Governments(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	1	168000	168000	0.30	0.30		
(f)	Foreign Institutional Investors	20	1216900	1216300	2.20	2.20		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B) (1)</b>	<b>40</b>	<b>5773188</b>	<b>5769188</b>	<b>10.43</b>	<b>10.43</b>		
<b>(2)</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	268	1625644	1618544	2.94	2.94	N.A	N.A
(b)	Individuals -							
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh	12436	5103821	4232680	9.22	9.22		
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	56	9600290	9556370	17.34	17.34		
(c)	Any Other (specify)							
i	Foreign Corporate Bodies	0	0	0	0.00	0.00		
ii	Non Resident Indian	143	139559	135159	0.25	0.25		
iii	Trusts	5	659468	659468	1.19	1.19		
	<b>Sub-total (B) (2)</b>	<b>12908</b>	<b>17128782</b>	<b>16202221</b>	<b>30.94</b>	<b>30.94</b>		
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>12948</b>	<b>22901970</b>	<b>21971409</b>	<b>41.37</b>	<b>41.37</b>		
	<b>TOTAL (A)+(B)</b>	<b>12989</b>	<b>55360000</b>	<b>24866639</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	N.A	N.A
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>12989</b>	<b>55360000</b>	<b>24866639</b>	<b>100.00</b>	<b>100.00</b>		

(I) (b) **Statement showing Shareholding of persons belonging to the category "Promoter and Promoter Group"**

Sr. No. (I)	Name of the Shareholder (II)	Total shares held		Shares pledged or otherwise encumbered		
		Number (III)	As a % of Grand Total (A)+(B)+(C) (IV)	Number (V)	As a percentage (VI)=(V) / (III)*100	As a % of grand total (A)+(B)+(C) (VII) of sub-clause (I) a sum
1	SAINT- GOBAIN ABRASIVES, INC.	14817760	26.77	0	-	0.00
2	SOCIETE DE PARTICIPATIONS FINANCIERES ET INDUSTRIELLES	13596240	24.56	0	-	0.00
3	VERA MAHAJAN	625796	1.13	0	-	0.00
4	KHURSHEED M NARANG	555000	1.00	0	-	0.00
5	ALOO N SIDHVA	448668	0.81	0	-	0.00
6	NOSHIR DINSHAW SIDHVA	441604	0.80	0	-	0.00
7	ANAND MAHAJAN	401681	0.73	0	-	0.00
8	AAKIL A MAHAJAN	357402	0.65	0	-	0.00
9	DANESH M NARANG	332500	0.60	0	-	0.00
10	MIKHIL M NARANG	331500	0.60	0	-	0.00
11	ASHAITA A MAHAJAN	334879	0.60	0	-	0.00
12	SAINT GOBAIN GLASS INDIA LTD	150000	0.27	0	-	0.00
13	MALVINDER C NARANG	65000	0.12	0	-	0.00
	<b>TOTAL</b>	<b>32458030</b>	<b>58.63</b>	<b>0</b>	<b>-</b>	<b>0.00</b>

(I) (c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	1,409,628	2.55
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAPOPPORTUNITIES FUND	1,159,420	2.09
3	HDFC TRUSTEE COMPANY LTD HDFC MF MONTHLY INCOME PLAN LONG TERM PLAN	942,719	1.70
4	YASMEN SOARAB MEHTA	678,080	1.22
5	NAUSHAD SORAB MEHTA	675,440	1.22
6	NAIRA S VARIAVA	663,606	1.20
7	MEHERU SOARAB MEHTA	644,320	1.16
8	SUDARSHAN SECURITIES PRIVATE LIMITED	626,040	1.13
9	FIRDAUS S VARIAVA	618,432	1.12
10	NINA G BHARUCHA	585,730	1.06
11	JASHWANTLAL SHANTILAL SHAH	562,000	1.02
12	SHINSEI UTI INDIA FUND (MAURITIUS) LIMITED	553,952	1.00
<b>TOTAL</b>		<b>9,119,367</b>	<b>15.47</b>

(I) (d) Statement showing details of locked-in shares

Sr. No.	Name of the Shareholder	Category of Shareholders (Promoters/PUBLIC)	Number of locked-in Shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
1	N.A.			
<b>TOTAL</b>				

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
N.A.				
<b>TOTAL</b>				

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'Promoter / Promoter Group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in statement at para (I) (a) above)
N.A.				
<b>TOTAL</b>				

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares / securities is issued by the issuer.

Category code (I)	Category of Shareholder (II)	Number of Voting Rights held in each class of			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VI)	As a percentage of (A+B+C) (VII)
(A)	<b>Shareholding of Promoter and Promoter Group</b>						
(1)	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family						
(b)	Central Government / State Governments(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions / Banks						
(e)	Any Other (Trust)						
	<b>Sub-Total (A) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(B)	<b>Public Shareholding</b>						
(1)	<b>Institutions</b>						
(a)	Mutual Funds / UTI						
(b)	Financial Institutions / Banks						
(c)	Central Government / State Governments(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(2)	<b>Non-Institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals -						
i	Individual shareholders holding nominal share capital upto Rs. 1 lakh						
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh						
(c)	Any Other (specify)						
i	Trusts						
ii	Foreign Corporate Bodies						
	<b>Sub-total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Note**

Only one class of Securities is issued by the Company, hence column (III) (a) is not applicable