

NOTICE

Notice is hereby given that the 73rd Annual General Meeting (“AGM”) of the Members of Grindwell Norton Limited will be held on Monday, August 14, 2023 at 3:00 p.m. IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2023.
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 to 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 or re-enacted from time to time, the remuneration of ₹2,00,000/- (Rupees two lakhs only) plus 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 for the financial year ending March 31, 2024, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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.”

5. Appointment of Mr. Jean-Claude Lasserre as a Director of the Company

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

“**RESOLVED THAT** Mr. Jean-Claude Lasserre (Director Identification No. 10082026), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 24, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 112 of the Articles of Association of the Company, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

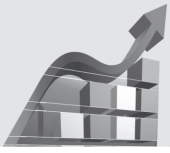
By order of the Board of Directors

K. VISWESWARAN
Company Secretary
Membership No. A16123

Mumbai, May 24, 2023

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
E-mail: sharecmpt.gno@saint-gobain.com • Website: www.grindwellnorton.co.in
Corporate Identity Number: L26593MH1950PLC008163



NOTES:

- (a) The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated May 5, 2020 and December 28, 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of Annual General Meeting (“AGM”) through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- (b) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of business set out in Item Nos. 4 and 5 of the accompanying Notice and the relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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/re-appointment at the AGM are also annexed.
- (c) 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 Explanatory 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. Monday, August 14, 2023 Members can write to the Company Secretary at sharecmpt.gno@saint-gobain.com.
- (d) In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that this Notice and Annual Report 2022-23 will also be available on the Company’s website, www.grindwellnorton.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited (“KFintech”) <https://evoting.kfintech.com>.
- (e) The Company has engaged the services of KFintech as the authorized agency for conducting the AGM through VC/OAVM and providing e-Voting facility.
- (f) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (g) **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 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 are not annexed to this Notice.**
- (h) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 5, 2023 to Monday, August 14, 2023 (both days inclusive).
- (i) 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 Friday, August 18, 2023, 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, August 4, 2023.
 - 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, August 4, 2023.
- (j) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Company’s Registrars and Transfer Agents, TSR Consultants Private Limited (“TCPL”) for assistance in this regard.

- (k) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant(s) (“DP”). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and its Registrars and Transfer Agents, TCPL to provide efficient and better services. The relevant forms can be downloaded from Company’s website <https://www.grindwellnorton.co.in/investor-information> > Shareholder Information > intimation to shareholders or from RTA’s website <https://www.tcplindia.co.in/KYC-download.html>.

Members holding shares in physical form are requested to intimate such changes to TCPL through email cs-unit@tcplindia.co.in.

- (l) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to their DP with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to TCPL. Relevant details are published on Company’s website <https://www.grindwellnorton.co.in/investor-information> > Shareholder Information > intimation to shareholders.
- (m) Members holding shares in physical form in identical order of names, in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
- (n) 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.
- (o) 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 Sunday, August 13, 2023 through email on sharecmt.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.
- (p) Transfer of unclaimed/unpaid amounts 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”), dividend, if not claimed for a consecutive period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

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

The unclaimed or unpaid final dividend for the financial year ended March 31, 2015, has been transferred to IEPF on September 23, 2022.

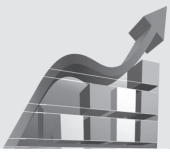
During the financial year 2022-23, 10,179 equity shares in respect of which dividend has not been claimed by the Members for seven consecutive years or more, have been transferred by the Company to IEPF. Details of shares transferred have been uploaded on the website of the IEPF as well as on the website of the Company, www.grindwellnorton.co.in.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. July 29, 2022, on the website of the IEPF, www.iepf.gov.in and on the website of the Company, www.grindwellnorton.co.in.

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 regards 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, www.grindwellnorton.co.in.

The information in respect of the dividends are as follows:

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2015-16	March 24, 2016	April 24, 2023
2016-17	July 26, 2017	August 26, 2024
2017-18	July 26, 2018	August 25, 2025
2018-19	July 25, 2019	August 26, 2026



Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2019-20	July 24, 2020	August 26, 2027
2020-21	July 28, 2021	August 27, 2028
2021-22	July 29, 2022	August 28, 2029

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. K. Visweswaran, Company Secretary or Ms. Mary George of TCPL.

You are therefore, requested to claim the unpaid/unclaimed amount(s) at the earliest but not later than the last date mentioned against the above-mentioned respective dividend(s).

However, you can claim from the IEPF Authority the unclaimed dividend amount transferred to IEPF by submitting an online application in the prescribed web 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. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

- (q) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with TCPL/DPs. In compliance with the Circulars, the Annual Report 2022-23, the Notice of the 73rd AGM, and instructions for e-Voting are being sent only through electronic mode to those members whose email addresses are registered with the Company/DP(s).
- (r) Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ TCPL (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to csg-exemptforms2122@tcplindia.co.in by 11:59 p.m. IST on Friday, August 4, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to sharecmpt.gno@saint-gobain.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Friday, August 4, 2023.

- (s) Pursuant to the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Hence the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 73rd AGM. The representatives of the members may be appointed as per the Section 112 and Section 113 of the Act, for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 73rd AGM through VC/ OAVM facility and e-Voting. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not annexed to this Notice.
- (t) SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
- (u) SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website <https://www.grindwellnorton.co.in/investor-information> > Shareholder Information > intimation to shareholders and on the website of the Company's RTA's at <https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- (v) **The Securities and Exchange Board of India (“SEBI”) through its circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated Mar 16, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details, specimen signature) and nomination details by holders of securities in prescribed forms.**

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.grindwellnorton.co.in/investor-information> > Shareholder Information > intimation to shareholders and on the Company’s RTAs website at <https://tcplindia.co.in/home-KYC.html>.

It is pertinent to note that the folios wherein any one of the cited document/details are not available, on or after October 1, 2023 the RTA shall be constrained to freeze such Folio(s) and that the Frozen folio(s) will be reverted to normal status upon furnishing of PAN, KYC details, and Nomination by holders of physical securities.

Folios if continue to remain frozen on /after December 31, 2025 will be referred to the administrative authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has sent a letter to the Members who hold shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to refer the above mentioned website links of Company/TCPL and/or contact their respective Depository Participant(s) (“DP”).

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios as referred above.

- (w) **Instructions for e-Voting and joining the AGM are as follows:**

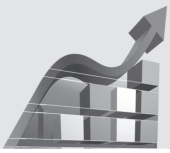
AGM PARTICIPATION AND VOTING THROUGH ELECTRONIC MEANS

Instructions 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 KFintech on all the resolutions set forth in this Notice.
- II. The remote e-Voting period shall commence on Friday, August 11, 2023 at 9:00 A.M. IST and ends on Sunday, August 13, 2023 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, Monday, August 7, 2023 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFintech after Sunday, August 13, 2023 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. Any person 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 login ID and password by sending a request at evoting@kfintech.com. However, if a person is already registered with KFintech for remote e-Voting then the existing User-ID and password can be used for casting the vote.
- IV. 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.
- V. **The procedure and instructions for remote e-Voting are as follows:**

Login method for remote e-Voting for Individual shareholders holding securities in demat form

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.



Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Individual Shareholders holding securities in demat form with NSDL		Individual Shareholders holding securities in demat form with CDSL	
1. User already registered for IDeAS facility		1. Existing user who have opted for Easi/Easiest	
I.	URL: https://eservices.nsdl.com	I.	URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com
II.	Click on the “Beneficial Owner” icon under ‘IDeAS’ section	II.	Click on New System Myeasi
III.	On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”	III.	Login with user id and password
IV.	Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period	IV.	Option will be made available to reach e-Voting page without any further authentication
		V.	Click on e-Voting service provider name to cast your vote
2. User not registered for IDeAS e-Services		2. User not registered for Easi/Easiest	
I.	To register click on link: https://eservices.nsdl.com	I.	Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration
II.	Select “Register Online for IDeAS”	II.	Proceed with completing the required fields.
III.	Proceed with completing the required fields		
3. User not registered for IDeAS e-Services		3. By visiting the e-Voting website of CDSL	
I.	To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	I.	URL: www.cdslindia.com
II.	Proceed with completing the required fields	II.	Provide demat Account Number and PAN No.
		III.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account
4. By visiting the e-Voting website of NSDL		IV.	After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress
I.	URL: https://www.evoting.nsdl.com/		
II.	Click on the icon “Login” which is available under ‘Shareholder/Member’ section		
III.	Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen		
IV.	Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page		
V.	Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period		

Individual Shareholders (holding securities in demat form) 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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

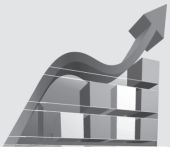
Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 4886 7000 and 022 2499 7000, weblink to contact: https://www.evoting.nsdl.com/eVotingWeb/contactus.do	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 2305 8738 or 022 2305 8542/43

Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat form and shareholders holding securities in physical form

- a. Open your web browser during the remote e-Voting period and navigate to “<https://evoting.kfintech.com>”.
- b. Enter the login credentials (i.e., User-id and Password) mentioned in the email. Your Folio No./DP ID No./Client ID No. will be your User-ID.
 User-ID For Members holding shares in Demat Form:
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 For CDSL: 16 digits beneficiary ID
 User-ID For Members holding shares in Physical Form:
 EVEN (E-Voting Event Number) followed by Folio No. registered with the Company
 Password will be your unique password which is sent via e-mail along with the Notice of AGM.
- c. After entering these details appropriately, click on “LOGIN”.
- d. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-Voting through KFintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the ‘EVENT’ and click on ‘Grindwell Norton Limited’.
- g. If you are holding shares in Demat form and had logged on to “<https://evoting.kfintech.com>” and have cast your vote earlier for any company, then your existing login ID and password are to be used.
- h. On the voting page, enter the number of shares (which represents the number of votes as on cut-off date, Monday, August 7, 2023) under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- l. Once you ‘CONFIRM’ your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
- ll. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to access the link <https://evoting.kfintech.com> and upload a 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 and attend AGM. Also send these relevant documents to the Scrutinizer by e-mail to grindwell.scrutinizer@gmail.com.



- III. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Monday, August 7, 2023.

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.

- IV. 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 <https://evoting.kfintech.com> to reset the password.
- V. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. S.V. Raju, Deputy Vice President of KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or call KFintech’s toll free no. 1800 309 4001 for any further clarifications.

Instructions for attending AGM:

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials. The link for the AGM will be available in the Shareholder/Members login where the “EVENT” and the “Name of the Company” can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice. Further, Members can also use the OTP based login for logging into the e-Voting system.

If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

2. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab “Posting your Queries”, to post your queries in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall remain active during the remote e-Voting period.
3. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on tab “Speaker Registration” during the remote e-Voting period. Members shall be provided a ‘queue number’ before the AGM.

The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. The window shall remain active during the remote e-Voting period.

4. Facility for joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM. Facility for joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM.
5. Facility for joining the AGM through VC/OAVM shall be available for 1,000 Members on first-come-first-served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served basis.
6. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Limited at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.

General Instructions for best VC experience:

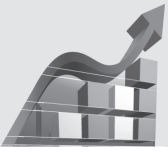
- a. **Members can participate in the AGM through their desktops/smartphones/laptops etc. However, for a better experience and smooth participation, it is advisable to join the meeting through desktops/laptops with Google Chrome/Safari/Firefox and high-speed internet connectivity.**
- b. **Please note that participants connecting from mobile devices or tablets, or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.**
- VI. The Board of Directors have appointed Mr. P.N. Parikh (Membership No. FCS 327 CP 1228) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331 CP 9511) and failing him Ms. Sarvari Shah (Membership No. FCS 9697, CP 11717) of Parikh & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.

VII. 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.

VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.grindwellnorton.co.in, and on the website of the KFinTech at <https://evoting.kfintech.com>. The results shall also be immediately forwarded to the Stock Exchanges, where the equity shares of the Company are listed.

In order to enable ease of participation of the Members, we are providing below the key details regarding the AGM.

Sr. No.	Particulars	Details
1.	Date and Time of AGM	Monday, August 14, 2023 at 3:00 p.m. IST
2.	Link for live webcast of the AGM and for participation through VC/OAVM	https://emeetings.kfintech.com
3.	Link for remote e-Voting	https://evoting.kfintech.com
4.	Username and Password for VC/OAVM	Members may attend the AGM through VC/OAVM by accessing the link https://emeetings.kfintech.com by using the login credentials. Please refer the instructions forming part of the Notice of AGM.
5.	Helpline number for VC/OAVM participation and e-voting	Contact KFin Technologies Limited ("KFinTech") at 1800 309 4001 or write to them at evoting@kfintech.com
6.	Cut-off date for e-Voting	Monday, August 7, 2023
7.	Time period for remote e-Voting	Friday, August 11, 2023 (9:00 a.m. IST) and ends on Sunday, August 13, 2023 (5:00 p.m. IST)
8.	Book closure dates	Saturday, August 5, 2023 to Monday, August 14, 2023 (both days inclusive)
9.	Last date for publishing results of the e-Voting	Thursday, August 17, 2023
10.	Rate of Dividend	₹14.50/- per equity share
11.	Dividend payment date on and from	Friday, August 18, 2023
12.	Cut-off date for submission of TDS on dividend related exemption forms	Friday, August 4, 2023
13.	Email ID where the TDS on dividend related exemptions forms to be submitted	1. Resident shareholders: Csg-exemptforms2324@tcplindia.co.in 2. Non-resident shareholders: Sharecmpt.GNO@saint-gobain.com



ANNEXURE TO THE NOTICE

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

The following Statement sets out the material facts relating to the Special Businesses mentioned in 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 and Associates, Cost Accountants (Firm Registration No. 000065) as “Cost Auditor” of the Company, to conduct the audit of the cost records for the financial year ending March 31, 2024.

In accordance with the provision of Section 148 of the Companies Act, 2013 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, has 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 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 are concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Jean-Claude Lasserre (Director Identification No. 10082026), as an Additional Director of the Company under the Non-Executive Director category with effect from May 24, 2023, through Circular Resolution(s).

Pursuant to the provisions of Section 161(1) of the Companies Act 2013 (“the Act”) and Article 112 of the Articles of Association of the Company, he holds office of Additional Director up to the date of this Annual General Meeting (“AGM”) of the Company and is eligible to be appointed as a Non-Executive Director, whose office shall be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing his candidature for the office of Director.

Further details of Mr. Jean-Claude Lasserre have been given in the Annexure to this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Jean-Claude Lasserre and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the Resolution set out at Item No. 5 of the Notice.

By order of the Board of Directors

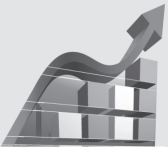
Mumbai, May 24, 2023

K. VISWESWARAN
Company Secretary
Membership No. A16123

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

Item No. 3:

Name of the Director	Mr. Sreedhar Natarajan
Director Identification Number	08320482
Date of Birth	July 10, 1969
Age	53 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 Resume including experience	Mr. Sreedhar Natarajan joined Grindwell Norton Limited in 1994, as a management accountant in Abrasives Business in India and later assumed responsibility for its Finance function. In 2003, he moved to Saint-Gobain's headquarters in Paris and worked in various functions such as Internal Audit and the Group Finance Controlling. In 2006, he was appointed as Finance Director, West Europe, of the Construction Product Sector of Saint-Gobain. In 2008, he returned to India as the General Manager of the Coated Abrasives Business and in 2010, he was nominated as Vice President, Abrasives India. In 2015, he moved to Paris as the Chief Financial Officer of the High-Performance Materials Sector. Effective January 1, 2019, Mr. Sreedhar Natarajan is also the Chief Financial Officer of Compagnie de Saint-Gobain.
Expertise in the specific functional role	Wide Experience in Finance and Management
Terms and Conditions of Appointment/ Re-appointment	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. 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 shareholders in the Annual General Meeting held on July 28, 2021.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	No Remuneration is payable
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	4
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on March 31, 2023	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2023	Nil
Number of equity shares held in the Company as on March 31, 2023	Nil



DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Item No. 5:

Name of the Director	Mr. Jean-Claude Lasserre
Director Identification Number	10082026
Date of Birth	April 19, 1967
Age	56 years
Date of first appointment on the Board	May 24, 2023
Qualifications	Master's degree in Business Administration & Postgraduate degree in Quantitative Marketing.
Brief Resume including experience	Mr. Jean-Claude Lasserre is CEO SG Surface Solutions (which includes Abrasive business) since February 2023 and prior to this he was also CEO Africa & Sub-Saharan Africa, overlooking operations in 12 countries with 18 manufacturing facilities within the continent. He had vast experience of 25 years in Saint-Gobain holding various position from Business Development to General Management in 7 countries across Asia, Europe, South America and Africa. He holds a Master's degree in Business Administration & Postgraduate degree in Quantitative Marketing.
Expertise in the specific functional role	General Management and various businesses of Saint-Gobain
Terms and Conditions of Appointment/ Re-appointment	Appointed as an Additional Director of the Company under the Non-Executive Director category with effect from May 24, 2023, to hold office up to the date of this Annual General Meeting of the Company. As per Item No. 5 of the Notice, the approval of the Members is sought for his 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/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the year	NA
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) as on May 24, 2023.	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on May 24, 2023.	Nil
Number of equity shares held in the Company as on May 24, 2023.	Nil