

GRINDWELL NORTON LIMITED

Corporate Identity Number – L26593MH1950PLC008163

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 • **Email:** sharecmpt.gno@saint-gobain.com

Website: www.grindwellnorton.co.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014), as amended

Dear Member,

Notice is hereby given to the Members of Grindwell Norton Limited ('the Company'), pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment(s) thereof for the time being in force), General Circular 3/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to other applicable rules and regulations, seeking approval of the Members of the Company through Postal Ballot only by voting through electronic means ("remote e-Voting") for the resolution set out hereinafter. Communication of assent or dissent of the Members would take place only through the remote e-Voting system. Further, pursuant to Regulation 17(IC) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In compliance with the aforesaid provisions and the MCA Circulars, the Company has extended remote e-Voting facility for its Members, to enable them to cast their votes electronically. This Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on July 29, 2022, appointed Mr. P.N. Parikh (Membership No. FCS 327 CP 1228) or failing him Mr. Mitesh Dhabliwala (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 for conducting the postal ballot process in a fair and transparent manner.

The remote e-Voting period commences from Thursday, August 18, 2022 (9:00 a.m. IST) and ends on Friday, September 16, 2022 (5:00 p.m. IST). The Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson. The result of the Postal Ballot through remote e-Voting shall be declared within two working days from the end of remote e-Voting upon receipt of the report of the Scrutinizer and communicated to the Stock Exchanges and shall also be displayed on the Company's website at www.grindwellnorton.co.in and on the website of National Securities of Depository Limited ("NSDL") at www.evoting.nsdl.com.

RESOLUTION:

Appointment of Mr. Aakil Mahajan (Director Identification No. 09682529) as a Director of the Company

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

"RESOLVED THAT Mr. Aakil Mahajan (Director Identification No. 09682529), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 30, 2022 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and 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 Director of the Company under the category of Non –Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof 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.”

By Order of the Board of Directors
For **Grindwell Norton Limited**

Place: Mumbai
Date: July 29, 2022

K. VISWESWARAN
Company Secretary

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:

- (i) The Explanatory Statement for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended setting out material facts along with the information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking appointment is annexed hereto and forms part of this Notice.
- (ii) Pursuant to the General Circular 3/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circular issued by SEBI (hereinafter collectively referred to as “the Circulars”), the Company has sent this Postal Ballot Notice only through e-mail to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, August 5, 2022 (the cut-off date) and who have registered their e-mail address with the Company / Depository Participant (DP). Physical Copies of this Postal Ballot Notice along with Postal Ballot forms and prepaid business envelope will not be sent to the members for this Postal Ballot as per the MCA Circulars.
- (iii) Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to csg-unit@tcplindia.co.in. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such members to enable them to cast their vote through e-Voting.
- (iv) If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) August 31, 2022 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under: Click on the URL: https://tcpl.linkintime.co.in/EmailReg/email_register.html
 - a. Select the Name of the Company from dropdown: Grindwell Norton Limited
 - b. Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“PAN”).
In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
 - c. Enter Mobile number & e-mail ID.
 - d. System generated One Time Password (“OTP”) to be sent on mobile number and e-mail ID.
 - e. Enter OTP received on mobile number and e-mail ID.
 - f. Click on Submit button.
- (v) Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting by the Members.
- (vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, August 5, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-Voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

- (vii) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. Friday, September 16, 2022.
- (viii) A member cannot exercise his vote by proxy on Postal Ballot.
- (ix) All the material documents referred to in the Explanatory Statement will be available for inspection at the Company's registered office during office hours on all working days from the date of dispatch of the Notice of postal ballot till Friday, September 16, 2022.
- (x) The Postal Ballot Notice 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 National Securities of Depository Limited (NSDL) at www.evoting.nsdl.com.
- (xi) In compliance with Section 108 and 110 of the Companies Act, 2013 and Rules framed thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the remote e-Voting service facility arranged by NSDL. The remote e-Voting period shall commence on Thursday, August 18, 2022 (9:00 a.m. IST) and ends on Friday, September 16, 2022 (5:00 p.m. IST) the remote e-Voting module shall be disabled by NSDL after Friday, September 16, 2022 (5:00 p.m. IST). The instructions for remote e-Voting are annexed hereto.

Instructions for e-Voting:

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 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, 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
	<ol style="list-style-type: none"> 3. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method 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 (i.e. 119285) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120839 then user ID is 120839001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:

- a) 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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for remote 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 e-mail to grindwell.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Tejas Chaturvedi at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolution set out in this notice:

1. In case shares are held in physical mode 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 csg-unit@tcplindia.com.
2. In case shares are held in demat mode, 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 csg-unit@tcplindia.com.
3. 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 for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
5. 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.

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

READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED

ITEM NO. 1

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Aakil Mahajan (Director Identification No. 09682529) as an Additional Director, under Non-Executive category with effect from July 30, 2022.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he holds office of Additional Director up to the date of the ensuing 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. His appointment has been recommended by the Nomination and Remuneration Committee.

The Company has received from Mr. Aakil Mahajan all necessary declarations and confirmations including (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and to the effect that he is not debarred or disqualified for the said appointment.

Further details of Mr. Aakil Mahajan have been given in the Annexure to this Notice.

Mr. Aakil Mahajan does not have any relationship with any Director or Key Managerial Personnel of the Company in terms of the Act.

The Board of Directors recommend the ordinary resolution set out at Item No. 1 of this Notice of Postal Ballot for approval of the Members.

Except Mr. Aakil Mahajan and their 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. 1 of this Notice.

By Order of the Board of Directors
For **Grindwell Norton Limited**

Place: Mumbai
Date: July 29, 2022

K. VISWESWARAN
Company Secretary

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
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Corporate Identity Number: L26593MH1950PLC008163

ANNEXURE**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking appointment**

Name of the Director	Mr. Aakil Mahajan
Director Identification Number	09682529
Date of Birth	July 17, 1988
Age	34 years
Date of first appointment on the Board	July 30, 2022
Qualifications	B.S. in Industrial Engineering from Northwestern University, Evanston, USA along with a certificate in Managerial Analytics from the Kellogg School of Business. MBA from IESE Business School, of the University of Navarra, Barcelona, Spain.
Brief Resume including experience	After completing his graduation in 2010, Aakil Mahajan interned with Saint-Gobain Performance Plastics for one year in Worcester, MA, USA. He returned to India in 2011 and worked as an analyst within the Business Advisory Services vertical of EY in Bangalore before joining Pratham Foundation, one of the largest NGOs in India that works in the education space. During the three years that he worked at Pratham, he co-led the creation of the Measurement, Monitoring and Evaluation function within the organization. Between 2015 and 2017, he studied for and received his Master's Degree in Business Administration. On completion of his Master's in 2017, he moved to Amsterdam and joined Henkel, a world leader in Adhesives Technologies, Beauty Care and Laundry & Home Care, as global purchasing manager. In 2019, he moved to PVH, a global fashion and lifestyle companies whose brand portfolio includes the iconic Calvin Klein and Tommy Hilfiger, and was responsible for the global sourcing and buying processes and systems. Earlier in 2022, he has taken up a new position with Kraft Heinz in Amsterdam. He is a Trustee of Yash Charitable Trust, Mumbai, an NGO whose mission is to enable people with developmental disabilities to become responsible, productive members of their communities.
Expertise in the specific functional role	Wide experience in Management
Terms and Conditions of Appointment/ Re-appointment	Appointed as an Additional Director with effect from July 30, 2022
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Relationship with other Directors / Key Managerial Personnel (as on July 30, 2022)	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended as on July 29, 2022	N.A.
Directorships held in other listed companies (excluding foreign companies and Section 8 companies) along with listed entities from which the person has resigned in the past three years as on July 29, 2022	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on July 29, 2022	Nil
Number of equity shares held in the Company as on July 29, 2022	997,628