

# GRINDWELL NORTON LIMITED

Corporate Identity Number – L26593MH1950PLC008163

**Registered Office:** 5<sup>th</sup> 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

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## 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 Members,

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), Circulars issued by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 ("MCA Circulars"), 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 resolutions set out hereinafter. Communication of assent or dissent of the Members would take place only through the remote e-Voting system.

In compliance with the aforesaid provisions and the MCA Circulars, the Company has extended the remote e-Voting facility for its Members, to enable them to cast their votes electronically. This Notice of Postal Ballot 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 Notice of Postal Ballot.

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on February 3, 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 Tuesday, February 15, 2022 (9:00 a.m. IST) and ends on Wednesday, March 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 48 hours from the end of remote e-Voting upon receipts 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.

### RESOLUTIONS:

#### 1. **Appointment of Mr. Krishna Prasad (Director Identification No. 00130438) as a Director of the Company**

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

**"RESOLVED THAT** Mr. Krishna Prasad (Director Identification No. 00130438), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 3, 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, not 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."

## 2. Appointment of Mr. Krishna Prasad (Director Identification No. 00130438) as a Whole-Time Director 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 Sections 196, 197, 198 and 203 read with Section 161 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act, as amended from time to time, the consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Krishna Prasad (Director Identification No. 00130438) as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years with effect from February 3, 2022 upon the terms and conditions set out in the Statement annexed to the Notice of Postal Ballot (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Krishna Prasad.

**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.”

## 3. Appointment of Mr. David Eric Molho (Director Identification No. 09326249) as a Director of the Company

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

**“RESOLVED THAT** Mr. David Eric Molho (Director Identification No. 09326249), who was appointed by the Board of Directors as an Additional Director of the Company under Non-Executive category with effect from October 12, 2021 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, 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 : February 3, 2022

**K. VISWESWARAN**  
Company Secretary

### Registered Office:

5<sup>th</sup> 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 resolutions 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 reappointment is annexed hereto and forms part of this Notice of Postal Ballot.
- (ii) In view of the ongoing COVID-19 pandemic and the provisions of Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (“MCA Circulars”), the Company has sent this Notice of Postal Ballot 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, February 4, 2022 (cut-off date) and who have registered their e-mail address with the Company /Depository

Participant (DP). Physical Copies of this Notice of Postal Ballot 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](mailto: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 Notice of Postal Ballot to such members to enable them to cast their vote through remote 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) Wednesday, March 9, 2022 to receive this Notice of Postal Ballot 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](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) Resolutions 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, February 4, 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 Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. Wednesday, March 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 Wednesday, March 16, 2022.
- (x) The Notice of Postal Ballot will also be available on the Company's website [www.grindwellnorton.co.in](http://www.grindwellnorton.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://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 resolutions through the remote e-Voting service facility arranged by NSDL. The remote e-Voting period shall commence on Tuesday, February 15, 2022 (9:00 a.m. IST) and ends on Wednesday, March 16, 2022 (5:00 p.m. IST) the remote e-Voting module shall be disabled by NSDL after Wednesday, March 16, 2022 (5:00 p.m. IST). The instructions for remote e-Voting are annexed hereto.

### **Instructions for remote 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"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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 <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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 119285 then user ID is 119285001***

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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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](mailto:grindwell.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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 resolutions 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.co.in](mailto:csg-unit@tcplindia.co.in).

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.co.in](mailto:csg-unit@tcplindia.co.in).
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](mailto: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 & 2**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Krishna Prasad (Director Identification No. 00130438) as an Additional Director with effect from February 3, 2022.

The Board of Directors, at the same meeting, also appointed him as the "Whole-Time Director" of the Company with effect from February 3, 2022, for a period of five (5) years, subject to the approval of the Members.

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 an Executive Director, whose office shall be not 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. Krishna Prasad 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. Krishna Prasad have been given in the Annexure to this Notice.

The main terms and conditions of the appointment of Mr. Krishna Prasad (hereinafter referred to as "**Executive Director**") are given below:

**I) Tenure of Appointment:**

The appointment as a Whole-Time Director designated as Executive Director of the Company is for a period of five (5) years with effect from February 3, 2022.

**II) Nature of Duties:**

The Executive Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him as an employee of the Company.

**III) Remuneration:**

**a) Salary:**

Salary of ₹ 16,00,000 per month.

The annual increments which will be effective from January 1, of each year, will be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The Board of Directors of the Company (including any Committee of Directors) is hereby authorised to vary and/or revise the existing remuneration of Mr. Krishna Prasad within the overall limits under the Act and Listing Regulations as amended.

**b) Benefits, Perquisites and Allowances:**

Details of Benefits, Perquisites and Allowances are as follows:

- Medclaim / Hospitalisation cover for self and family, one Company-maintained car with driver, reimbursement of mobile and telephone expenses and housing loan facility as per the Rules of the Company.
- Other perquisites and allowances including leave travel allowance and/or other allowances, personal accident and term life insurance for self.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund, National Pension Fund and Gratuity Fund as per the Rules of the Company.
- Leave and encashment of unavailed leaves as per the Rules of the Company.
- Incentive linked to performance of the Company against annual objective.
- Eligible for Performance Shares as per the Nomination and Remuneration policy of the Company.

**c) Commission:**

The Executive Director shall not be eligible for remuneration by way of commission.



#### **IV) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, wherein in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to further approvals as required under Schedule V of the Companies Act, 2013, or any modification(s) thereto.

#### **IV) Other terms of Appointment:**

- i. The Executive Director shall not become interested or otherwise concerned, directly or through his spouse and /or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- iii. The agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- iv. All personnel policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.
- v. The terms and conditions of appointment of the Executive Director also include a clause pertaining to adherence with the Principles of Conduct and Action and the Company's Code of Conduct, non-solicitation and maintenance of confidentiality.
- vi. No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or Committees thereof.
- vii. The Executive Director shall not be liable to retire by rotation.

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

The Board of Directors recommends the ordinary resolutions set out at Item No. 1 & 2 of this Notice of Postal Ballot for approval of the Members.

Except Mr. Krishna Prasad and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the resolutions set out at Item No. 1 & 2 of this Notice.

#### **ITEM NO. 3**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. David Eric Molho (Director Identification No. 09326249) as an Additional Director, under Non-Executive category with effect from October 12, 2021.

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. David Eric Molho 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. David Eric Molho have been given in the Annexure to this Notice.

Mr. David Eric Molho 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. 3 of this Notice of Postal Ballot for approval of the Members.

Except Mr. David Molho 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. 3 of this Notice.

By Order of the Board of Directors  
For Grindwell Norton Limited

Place : Mumbai  
Date : February 3, 2022

**K. VISWESWARAN**  
Company Secretary

**Registered Office:**

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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, as amended read with Secretarial Standard on General Meetings with respect to the Directors seeking Appointment

Name of the Director	Mr. Krishna Prasad	Mr. David Eric Molho
Director Identification Number	00130438	09326249
Date of Birth	May 1, 1962	October 22, 1977
Age	60 years	45 years
Date of first appointment on the Board	February 3, 2022	October 12, 2021
Qualifications	B. Tech in Mechanical Engineering from the College of Engineering, Trivandrum and Post Graduate Diploma from Indian Institute of Management, Bengaluru.	Graduate of Ecole Polytechnique and Ecole Nationale des Ponts et Chaussées as engineer.
Brief Resume including experience	After his graduation in 1984, Mr. Krishna Prasad joined The Fertilizer and Chemicals Travancore Ltd., Kochi as a Mechanical Engineer. On completion of his Post Graduate Diploma from the Indian Institute of Management, Bengaluru, he joined Grindwell Norton. Since then, he has served the Company in various positions of increasing responsibility and is currently holding the position of Vice-President, Ceramics & Plastics and Corporate Services.	Mr. David Eric Molho began his career in the French administration where he was Advisor to the Prime Minister's office, in charge of energy and environment.  He joined Saint-Gobain in 2009, as Vice-President of Corporate Planning in Paris. Later he was appointed as Managing Director of the Pipe business in Brazil, and then CEO Saint-Gobain Distribution in the Nordic countries.  On January 1, 2019, he was appointed CEO Nordics and Baltics.  He has been appointed CEO High Performance Solutions, effective July 1, 2021.
Expertise in the specific functional role	Wide experience in General Management, various businesses of Saint-Gobain and Business Development.	Wide experience in General Management.
Terms and Conditions of Appointment/ Re-appointment	Appointed as an Additional Director with effect from February 3, 2022. Being in whole-time employment with the Company, the terms and conditions of the appointment shall be for a period of five (5) years with effect from February 3, 2022 as a Whole-Time Director designated as Executive Director of the Company.  Further, terms and conditions of his appointment, refer, Item No. 1 & 2 of the Statement annexed to the Notice of Postal Ballot.  As per Item No. 1 & 2 of the Notice, the approval of the Members is sought for his appointment as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years with effect from February 3, 2022.	Appointed as an Additional Director with effect from October 12, 2021.
Remuneration last drawn (including sitting fees, if any)	₹ 295.39 lakhs as on March 31, 2021.	Nil

<b>Name of the Director</b>	<b>Mr. Krishna Prasad</b>	<b>Mr. David Eric Molho</b>
Remuneration proposed to be paid	Refer Item No. 1 & 2 of the Statement annexed to the Notice of Postal Ballot.	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.	Not related to any Director/Key Managerial Personnel.
Number of meetings of the Board attended as on February 3, 2022	1	3
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 February 3, 2022	Grindwell Norton Limited - Consequent to resignation of Ms. Isabelle Hoepfner; Mr. Krishna Prasad, Alternate Director to Ms. Isabelle Hoepfner ceased to hold the office with effect from January 1, 2022.	Nil
Memberships/Chairmanships of Committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee) as on February 3, 2022	Nil	Nil
Number of equity shares held in the Company as on February 3, 2022	Nil	Nil

None of the Directors has any pecuniary relationships or transactions with the Company, other than salaries and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.