

## GRINDWELL NORTON LIMITED

Corporate Identity Number: L26593MH1950PLC008163  
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### ANNUAL GENERAL MEETING, DIVIDEND AND BOOK CLOSURE

Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, issued by the SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.

The Notice is hereby given that the 71<sup>st</sup> Annual General Meeting ("AGM") of the Company will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Wednesday, July 28, 2021 at 3:00 p.m. IST to transact the business, as set out in the Notice of the AGM which is being circulated for convening the AGM.

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-21 will be sent only by electronic mode to those shareholders whose email addresses are registered with the Company / Depositories. Shareholders holding shares in physical mode are requested to furnish their email addresses and mobile numbers with the Company's Registrar and Transfer Agent, TSR Darashaw Consultants Private Limited, at [csg-unit@tclplindia.co.in](mailto:csg-unit@tclplindia.co.in). The Notice of 71<sup>st</sup> AGM and Annual Report for the Financial Year 2020-21 will also be available on the Company's website at [www.grindwellnorton.co.in](http://www.grindwellnorton.co.in) and on the website 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.

Shareholders who have not registered their email addresses will have an opportunity to cast their vote remotely on the business as set forth in the Notice of the AGM through remote e-voting or through e-voting system during the AGM. The manner of voting remotely for shareholders holding shares in dematerialized and physical mode will be provided in the Notice to the shareholders.

The Board of Director in their meeting held on May 7, 2021 has recommended a dividend of Rs. 9.50/- per equity share. If the dividend as recommended by the Board of Directors is approved at the AGM, the payment of such dividend, subject to deduction of tax at source, will be made on or from Friday, July 30, 2021. For Shareholders who have not updated their bank account details, dividend warrants/ demand draft/ cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, shareholders are requested to update their KYC with their Depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account.

Shareholders whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants (DP). Shareholders whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time. We urge shareholders to utilize the ECS for receiving dividends.

Shareholders may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs. 5,000 and also in cases where shareholders provide Form 15G / Form 15H (Form 15H is applicable for resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above.

For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be

at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder or details as prescribed under rule 37BC of Income Tax Rule, 1962;
- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue/tax authorities of the country of tax residence, duly attested by the shareholder;
- Self-declaration in Form 10F;
- Self-declaration by the shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder.

The Finance IT Act, 2021, has inter alia inserted the provisions of section 206AB of the IT Act with effect from July 1, 2021. The provisions of section 206AB of the IT Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The applicable tax rate shall be considered as per the IT Act on the dividend payment.

The 'specified person' means a person who has:

- a) not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- b) subjected to tax deduction/collection at source in aggregate amounting to Rs. 50,000 or more in each of such two immediate previous years.

The non-resident who does not have the Permanent Establishment is excluded from the scope of a specified person.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or rate provided in the relevant DTAA read with MLI, whichever is more beneficial subject to the submission of the above documents.

The aforesaid declarations and documents need to be submitted by the shareholders by sending an email to the following email addresses by Wednesday, July 21, 2021.

**Resident shareholders - [csg-exemptforms2122@tcplindia.co.in](mailto:csg-exemptforms2122@tcplindia.co.in)**  
**Non-resident shareholders - [sharecmpt.gno@saint-gobain.com](mailto:sharecmpt.gno@saint-gobain.com)**

No documents will be considered after Wednesday, July 21, 2021. We request you to kindly take note accordingly.

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 22, 2021 to Wednesday, July 28, 2021 (both days inclusive) for the purpose of the AGM and for the payment of dividend, subject to approval of the Members at the ensuing AGM of the Company.

The Notice of 71<sup>st</sup> AGM of the Company will be sent to the shareholders on their registered email addresses in due course.

For **GRINDWELL NORTON LIMITED**

**K. VISWESWARAN**  
**COMPANY SECRETARY**

Mumbai, June 29, 2021