



February 6, 2024

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Fort
Mumbai 400 001

Symbol: GRINDWELL

Scrip Code No. 506076

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Further to the outcome of meeting of the Board of Directors of Grindwell Norton Limited (“Company”) dated February 3, 2024, please find enclosed herewith copy of the Postal Ballot Notice dated February 3, 2024 (“Notice”) to seek approval of the shareholders for the following special resolutions:

Sr. No.	Description
1.	Re-appointment of Dr. Archana Niranjana Hingorani (Director Identification No. 00028037) as a Non-Executive, Independent Director of the Company

In compliance with General Circular No. 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs (“MCA”), this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and 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 i.e. Friday, February 2, 2024 (“cut-off date”), seeking their approval as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-Voting facility to its Members. The remote e-Voting period commences from (9.00 a.m. IST) on Thursday, February 8, 2024 and ends at (5.00 p.m. IST) on Friday, March 8, 2024. The remote e-Voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-Voting system.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Notice may register their email addresses on or before Friday, February 23, 2024 (5:00 p.m. IST) by sending an e-mail to csg-unit@tclindia.co.in. Members holding shares in electronic form are requested to get their e-mail address registered with their respective Depository Participant.



This Notice will also be available on the Company's website www.grindwellnorton.co.in and on the website of NSDL www.eVoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**

KRISHNASWAM Y
VISWESWARAN
Digitally signed by
KRISHNASWAMY
VISWESWARAN
Date: 2024.02.06
17:52:33 +05'30'

K. Visweswaran
Company Secretary
Membership No. A16123

Encl: Postal Ballot Notice

Cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. Link Intime India Private Limited

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

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

VOTING STARTS ON	VOTING ENDS ON
Thursday, February 8, 2024 (9:00 a.m. IST)	Friday, March 8, 2024 (5:00 p.m. IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("**MCA**"), in continuation to the circulars issued earlier in this regard ("**MCA Circulars**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company (as on the cut-off date) ("**Members**" or "**Equity Shareholders**"), is sought via Postal Ballot through e-Voting only (voting through electronic means) for the following:

1. Re-appointment of Dr. Archana Niranjana Hingorani (Director Identification No. 00028037) as a Non-Executive, Independent Director of the Company

Members' consent is sought for the proposals contained in the resolutions given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto. The Postal Ballot Notice will also be placed on the website of the Company at www.grindwellnorton.co.in and the website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsd.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules as amended from time to time and Secretarial Standard-2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent ("**RTA**"), Link Intime India Private Limited. The Company has provided e-Voting facility to its Members to cast their vote electronically. The instructions for e-Voting are 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 February 03, 2024, 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 Scrutinizer will submit their report to the Chairperson of the Company ("**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 shall be 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 Depository Limited ("**NSDL**") at www.evoting.nsd.com.

1. RESOLUTION:

Re-appointment of Dr. Archana Niranjana Hingorani (Director Identification No. 00028037) as a Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (“**Act**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, Dr. Archana Niranjana Hingorani (Director Identification No. 00028037), who was appointed as a Non-Executive, Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2019 upto March 31, 2024 (both days inclusive) and who being eligible for re-appointment as a Non-Executive, Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2024 upto March 31, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

Place: Mumbai

Date: February 3, 2024

K. VISWESWARAN
Company Secretary
Membership No. A16123

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 Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended setting out material facts along with the details of director seeking re-appointment pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings is annexed hereto and forms part of this Postal Ballot Notice.
- (ii) Pursuant to the MCA 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, February 2, 2024 (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 on or before Friday, February 23, 2024, (5:00 p.m. IST) to receive this Postal Ballot Notice. 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) Once the vote on the resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
- (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, February 2, 2024 (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 Postal Ballot 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, March 8, 2024.
- (viii) A Member cannot exercise his/her vote by proxy on Postal Ballot.
- (ix) All the material documents referred to in the Explanatory Statement will be available for inspection through electronic mode and at the Company's registered office during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-Voting i.e. March 8, 2024. Members may send their requests to sharecmpt.gno@saint-gobain.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
- (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 Act, 2013 and Rules framed thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-Voting service facility arranged by NSDL. The remote e-Voting period shall commence on Thursday, February 8, 2024 (9:00 a.m. IST) and ends on Friday, March 8, 2024 (5:00 p.m. IST) the remote e-Voting module shall be disabled by NSDL after Friday, March 8, 2024 (5:00 p.m. IST). The instructions for remote e-Voting are annexed hereto.
- (xii) Securities and Exchange Board of India ("**SEBI**") has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at <https://tcpl.linkintime.co.in>. The forms for updating the same are available at www.grindwellnorton.co.in > Investor Information > Shareholder Information > intimation to shareholders, Members holding shares in electronic form are requested to submit their PAN to their DP.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a Voting link available on 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 able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.com or call at 022 - 4886 7000 and 022 - 2499 7000 or toll free no.: 1800 1020 990 and 1800 22 44 30 weblink to contact: https://www.evoting.nsdl.com/eVotingWeb/contactus
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 toll free no. 1800 22 55 33

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.

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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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.com 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

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 Postal Ballot 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.com 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED**

ITEM NO. 1:

Dr. Archana Niranjana Hingorani (Director Identification No. 00028037) was appointed as a Non-Executive, Independent Director of the Company pursuant to Section 149 of the Act, read with the Appointment Rules by the Board, effective April 1, 2019, to hold office upto March 31, 2024 (both days inclusive). The Members, at the Annual General Meeting ("AGM") held on July 25, 2019, had approved the same. Her first term as a Non-Executive, Independent Director is getting completed on March 31, 2024. As per Section 149 of the Act, an Independent Director may hold office for two terms of upto 5 (five) consecutive years.

Based on the recommendation of the Nomination & Remuneration Committee ("**NRC**"), the Board of Directors ("**Board**") after taking into account the performance evaluation of Dr. Archana Niranjana Hingorani considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, at its meeting held on February 3, 2024 proposed and recommended the re-appointment of Dr. Archana Niranjana Hingorani (Director Identification No. 00028037) as a Non-Executive, Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution. The NRC and the Board are of the view that Dr. Archana Niranjana Hingorani possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as a Non-Executive, Independent Director.

The Company has received a declaration from Dr. Archana Niranjana Hingorani confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). In terms of Regulation 25(8) of the Listing Regulations, Dr. Archana Niranjana Hingorani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Archana Niranjana Hingorani has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Dr. Archana Niranjana Hingorani has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Dr. Archana Niranjana Hingorani is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("**IICA**"). Dr. Archana Niranjana Hingorani is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Dr. Archana Niranjana Hingorani as a Non-Executive, Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ("**KMP**") of the Company or their respective relatives, except Dr. Archana Niranjana Hingorani and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

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

Place: Mumbai
Date: February 3, 2024

K. VISWESWARAN
Company Secretary
Membership No. A16123

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

ANNEXURE TO THE NOTICE

Details of Director seeking re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Dr. Archana Niranjn Hingorani
Director Identification Number	00028037
Date of Birth	September 9, 1965
Age	58 years
Date of first appointment	April 1, 2019
Qualifications	Bachelor's degree in Arts from the University of Mumbai, a Master's degree in Business Administration from the Graduate School of Business, University of Pittsburgh, USA and a Doctorate degree in Philosophy from the Joseph M. Katz Graduate School of Business, University of Pittsburgh, USA
Brief Resume including experience	<p>Dr. Archana Niranjn Hingorani is an Non-Executive, Independent Director of the Company.</p> <p>She has more than 35 years of experience in financial services and alternative asset management. She is currently a Managing Partner at Siana Capital, an investment firm focused on technology and innovation and she is a distinguished Visiting Professor at the Katz Graduate School of Business, University of Pittsburgh, USA.</p> <p>Her prior experience includes over two decades of heading asset management for IL&FS Investment Managers Ltd. She has been the recipient of various awards such as 'Ten most influential women in private real estate investing' by PERE in 2010, 'Most Powerful Women' in 2014, 2015, 2016 and 2017 by Fortune India, 'Most Powerful Women' in 2011, 2012 and 2013 by Business Today, '25 Most Influential Women in Asia Asset Management' by Asian Investor in May, 2014, and 'Distinguished International Alumnus' in the year 2016 by the Katz Graduate School of Business, University of Pittsburgh, USA. In sum, she has over 38 years' experience in the financial services business, teaching and research. She also serves as an Independent Director in various Companies and an Advisory Board Member for women-oriented organizations.</p>
Nature of expertise in the specific functional role	Wide experience in Financial Markets
Skills and capabilities required for the role and the manner in which she meets such requirements	Refer to the Item No. 1 of the Explanatory Statement
Terms and Conditions of Re-appointment	<p>To be re-appointed as a Non-Executive, Independent Director of the Company for five consecutive years effective from April 1, 2024 to March 31, 2029, subject to the approval of the Members.</p> <p>She will be entitled to sitting fees and commission as per the special resolution passed by the Members at the Annual General Meeting of the Company held on July 29, 2022.</p>
Remuneration last drawn (including sitting fees, if any)	<p>Sitting Fees: ₹ 7,50,000/- (during the FY 2023-24 till February 3, 2024)</p> <p>Commission: ₹ 20,00,000/- (for the FY 2022-23)</p>
Remuneration proposed to be paid	As per the Special Resolution passed by the Members at the Annual General Meeting of the Company held on July 29, 2022
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel

Name of the Director	Dr. Archana Niranjana Hingorani
Number of meetings of the Board attended as on February 3, 2024	Attended all 6 (Six) Board Meetings held during the FY 2023-24
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, 2024	<p>1) Directorships held in other listed companies:</p> <ul style="list-style-type: none"> • Alembic Pharmaceuticals Limited • 5Paisa Capital Limited • Balaji Telefilms Limited <p>2) Ceased to be Director:</p> <ul style="list-style-type: none"> • DEN Networks Limited – effective 08/11/2023 • The Phoenix Mills Limited – effective 21/09/2023 • Agstack Technologies Private Limited – effective 31/05/2022
Memberships/Chairmanships of Committees of other listed companies as on February 3, 2024	<p>1) 5 Paisa Capital Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Committee - Member • Nomination & Remuneration Committee - Member • Risk Management Committee - Chairperson • Independent Director Committee - Member • Corporate Social Responsibility Committee - Chairperson <p>2) SIDBI Venture Capital Limited</p> <ul style="list-style-type: none"> • HR Committee - Member • Audit committee - Chairperson • Nomination & Remuneration Committee - Chairperson <p>3) Alembic Pharmaceuticals Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Nomination & Remuneration Committee - Member
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of equity shares held in the Company: a) own b) shareholding as a beneficial owner	Nil