



February 25, 2025

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 20, 2025, please find enclosed herewith copy of the Postal Ballot Notice dated February 20, 2025 (“Notice”) to seek approval of the shareholders for the following Ordinary Resolutions:

Item Nos.	Particulars
1.	Appointment of Mr. Venugopal Shanbhag (Director Identification No.08888359) as Managing Director of the Company
2.	Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Director of the Company
3.	Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Whole-Time Director designated as Executive Director of the Company

In compliance with General Circular No. 9/2024 dated September 19, 2024 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 21, 2025 (“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 Wednesday, February 26, 2025, and ends at (5:00 p.m. IST) on Thursday, March 27, 2025. The remote e-Voting module shall be disabled by NSDL thereafter. The 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. The communication of assent or dissent of the Members would only take place through the remote e-Voting system.

Members who have not updated their email addresses are requested to update their email addresses as per the instructions given in the enclosed Notice.

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

This is for your information and records.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**

K. Visweswaran
Company Secretary
Membership No. A16123

Encl: Postal Ballot Notice

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 Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and amendments thereto)

Commencement of e-voting	Wednesday, February 26, 2025 (9:00 a.m. IST)
End of e-voting	Thursday, March 27, 2025 (5:00 p.m. IST)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, as amended ("Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable rules, regulations, circulars and notifications (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the approval of the Members of the Company (as on the Cut-off Date) is sought through Postal Ballot for the following Ordinary Resolutions only by way of remote e-voting ("e-voting").

Item Nos.	Particulars
1.	Appointment of Mr. Venugopal Shanbhag (Director Identification No. 08888359) as Managing Director of the Company
2.	Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Director of the Company
3.	Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Whole-Time Director designated as Executive Director of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot Notice ("Notice" or "Postal Ballot Notice"). The Postal Ballot Notice shall 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.nsdl.com. The Postal Ballot Notice can also be accessed on the website of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of the Act read with rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting the Postal Ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ("DPs"). The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged NSDL for facilitating e-voting to the Members.

Pursuant to Rule 22(5) of the Rules, the Board has appointed Mr. P.N. Parikh (Membership No. FCS 327, CP 1228) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP 9511) or failing him Ms. Sarvari Shah (Membership No. FCS 9697, CP 11717) of Parikh & Associates, Practising Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. IST on Thursday, March 27, 2025.

The Scrutinizer will submit his/her report to the Chairman of the Company, or any person authorized by the Chairman in writing, and the result will be announced within two working days from the conclusion of the e-voting period. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Thursday, March 27, 2025, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Resolutions:

Item No. 1:

Appointment of Mr. Venugopal Shanbhag (Director Identification No. 08888359) as Managing 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, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act (including any statutory modification(s), re-enactment(s), amendment(s), or variation(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Venugopal Shanbhag (Director Identification No. 08888359), as Managing Director of the Company for a period of five (5) years with effect from April 1, 2025 upon the terms and conditions set out in the Statement annexed to the Notice (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. Venugopal Shanbhag.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Company Secretary 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."

Item No. 2:

Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Director of the Company

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

"RESOLVED THAT Mr. Hari Singudasu (Director Identification No. 10455516), who has been appointed by the Board of Directors at its meeting held on February 20, 2025, as an Additional Director of the Company with effect from April 1, 2025, in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 112 of the Articles of Association of the Company, and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

Item No. 3:

Appointment of Mr. Hari Singudasu (Director Identification No. 10455516) as a Whole-Time Director designated as Executive 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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V of the Act (including any statutory modification(s), re-enactment(s), amendment(s), or variation(s) thereof for the time being in force) and applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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. Hari Singudasu (Director Identification No. 10455516), as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years effective from April 1, 2025, upon the terms and conditions set out in the Statement annexed to the Notice (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. Hari Singudasu.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Company Secretary of the Company be and are hereby authorized 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

K. Visweswaran

Company Secretary
Membership No. A16123

Mumbai, February 20, 2025

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.gridnwellnorton.co.in

Corporate Identity Number: L26593MH1950PLC008163

Notes:

1. The Explanatory Statement for the proposed resolutions pursuant to Section 102 read together with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts and the details of directors seeking appointment along with details in terms of Regulation 36(3) of the Listing Regulations along with the Secretarial Standards on General Meetings ("SS-2") is annexed hereto and forms part of this Postal Ballot Notice.
2. Pursuant to the MCA Circulars, the Postal Ballot Notice is sent to the Members whose names appear in the register of members/list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/Depository Participant(s), as on Friday, February 21, 2025 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. The manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting the Postal Ballot form. Accordingly, the physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, February 21, 2025, being the Cut-off Date fixed for the purpose.
4. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Thursday, March 27, 2025. Further, resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a general meeting of the Members.

5. The Scrutinizer will submit his/her report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days and will also be displayed on the Company's website www.grindwellnorton.co.in, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges.
6. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period i.e. Thursday, March 27, 2025. Members may send an email to sharecmpt.gno@saint-gobain.com from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period.
7. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant ("DP"). Members holding shares in physical mode are requested to update their email addresses with MUFG Intime India Private Limited, Registrars and Transfer Agents of the Company ("RTA") by sending email to csg-unit@linkintime.co.in.
8. SEBI has mandated submission of KYC details and nomination by holders of physical securities and linking PAN with Aadhar vide its Master Circular dated May 17, 2023 and Circular dated November 17, 2023. Accordingly, requests for KYC updation and registration of choice of nomination for securities held in physical form are to be submitted only through the prescribed Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 which are available on Company's website at <https://grindwellnorton.co.in> and on RTA's website at <https://web.in.mpms.mufg.com/client-downloads.html> and submit the same in following modes:
 - In Person Verification ("IPV"): The registered shareholder, in person, will need to submit the originals to the RTA of the Company at the address mentioned below. The RTA shall retain copies of the document(s) after verification.
Address: C-101, 24 7 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083
Tel: 810 811 8484
Email: kyc@linkintime.co.in
Website: www.in.mpms.mufg.com
 - Online Mode:
 - (a) In case your email id is already registered: You may send the scanned copies of your KYC documents with your signatures on all pages at RTA's dedicated email-id: kyc@linkintime.co.in
Kindly mention the email subject line as "KYC Updation - (Company Name) - Folio No: _____"
 - (b) In case email id is not registered: Investors can also upload KYC documents with signatures on all pages, on the RTA's website, <https://swayam.linkintime.co.in>.
 - For assistance regarding your routine queries, you may click on the chatbot icon on the website of RTA and connect with "iDia".
 - All shareholders are requested to visit <https://swayam.linkintime.co.in> (our RTA's online Investor Self-Service Portal) to effortlessly access information and avail various services in digital mode.





Instructions for e-voting:

The process to vote electronically on NSDL e-Voting system consists of 2 steps:

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 data-bbox="555 551 1461 851">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.<li data-bbox="555 878 1461 975">2. If you are 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<li data-bbox="555 1002 1461 1131">3. 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.<li data-bbox="555 1158 1461 1255">4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="756 1280 1230 1566" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></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 evoting is in progress as per the information provided by company. On clicking the evoting 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 e-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 evoting 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 Forgot User ID and Forgot 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
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.

- 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 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: How to cast your vote electronically on NSDL e-Voting system.

1. After voting cycle 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 are active.
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 scrutinizer.saintgobain@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 or send a request to evoting@nsdl.com, or contact Amit Vishal, Deputy Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.com to get your grievances on e-voting addressed.

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@linkintime.co.in or sharecmpt.gno@saint-gobain.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@linkintime.co.in or sharecmpt.gno@saint-gobain.com. 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.
3. 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.
4. 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 Sections 102(2) and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended

Item No. 1:

At the 74th Annual General Meeting of the Company held on July 18, 2024, Mr. Venugopal Shanbhag was appointed as a Whole-Time Director designated as Executive Director of the Company with effect from May 7, 2024 for period of five (5) years. Considering his extensive knowledge, business skills, managerial experience and capabilities and consequent to the retirement of Mr. B. Santhanam, Managing Director of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 20, 2025 has appointed Mr. Venugopal Shanbhag as Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2025 up to March 31, 2030, subject to the approval of the Members by way of Postal Ballot.

Furthermore, a declaration has been received from Mr. Venugopal Shanbhag that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI 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, Mr. Venugopal Shanbhag has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Further details of Mr. Venugopal Shanbhag have been given in the Annexure to this Notice.

The main terms and conditions of the appointment of Mr. Venugopal Shanbhag (hereinafter referred to as "**Managing Director**") are given below:

(I) Tenure of Appointment:

The appointment as Managing Director of the Company is for a period of five (5) years with effect from April 1, 2025 up to March 31, 2030.

(II) Nature of Duties:

The Managing Director shall devote his time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the supervision, control and directions of the Board in connection with and in the best interests of the Company and the business of one or more of its subsidiaries and/or associated companies, including performing duties as assigned to the Managing Director from time to time.

(III) Remuneration:

(a) Salary:

₹16,50,000/- per month.

The annual increment 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. Venugopal Shanbhag within the overall limits under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

(b) In addition to the above mentioned Salary, the Managing Director is eligible for the following Benefits, Perquisites and Allowances:

- Medclaim / Hospitalisation cover for self and family, one Company-maintained car with driver, reimbursement of mobile and telephone expenses, housing loan and other benefits as per the Policy 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 to the tune of 60% maximum of the total Gross Annual Compensation.
- Performance Shares as per the Nomination and Remuneration policy of the Company.

(c) Commission:

- The Managing 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 Managing 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 to the Act, or any modification(s) thereto.

(V) Other terms of Appointment:

- The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- The terms and conditions of the appointment of the Managing 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 Managing Director, subject to such approvals as may be required.
- 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.
- The terms and conditions of appointment of the Managing 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.
- No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- The Managing Director shall not be liable to retire by rotation.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the Members.

Except Mr. Venugopal Shanbhag and/or his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Item Nos. 2 and 3:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Hari Singudasu (Director Identification No. 10455516) as an Additional Director with effect from April 1, 2025.

On the recommendation of Nomination and Remuneration Committee the Board of Directors, at the same meeting, also appointed him as a 'Whole-Time Director designated as Executive Director' of the Company for a period of five (5) years with effect from April 1, 2025 up to March 31, 2030, subject to the approval of the Members by way of Postal Ballot.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, he holds office of Additional Director and is eligible to be appointed as a Whole-Time Director designated as Executive Director, whose office shall 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.

Furthermore, a declaration has been received from Mr. Hari Singudasu that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI 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, Mr. Hari Singudasu has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Further details of Mr. Hari Singudasu have been given in the Annexure to this Notice.

The main terms and conditions of the appointment of Mr. Hari Singudasu (hereinafter referred to as “**Executive Director**”) are given below:

(I) Tenure of Appointment:

The appointment as an Executive Director of the Company is for a period of five (5) years with effect from April 1, 2025 up to March 31, 2030.

(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:

₹14,75,000/- per month.

The annual increment 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. Hari Singudasu within the overall limits under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time.

(b) In addition to the above mentioned Salary, the Executive Director is eligible for the following Benefits, Perquisites and Allowances:

- Medclaim / Hospitalisation cover for self and family, one Company-maintained car with driver, reimbursement of mobile and telephone expenses, housing loan and other benefits as per the Policy 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 to the tune of 55% maximum of the total Gross Annual Compensation.
- 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 to the Act, or any modification(s) thereto.

(V) 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. 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.
- v. No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or Committees thereof.
- vi. The Executive Director shall not be liable to retire by rotation.

The Board of Directors recommends the Ordinary Resolutions set out at Item Nos. 2 and 3 of the Notice for approval of the Members.

Except Mr. Hari Singudasu and/or his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 2 and 3 of the Notice.

Item No. 1:

Name of the Director	Mr. Venugopal Shanbhag
Director Identification Number	08888359
Date of Birth	June 26, 1970
Age	55 years
Date of first appointment on the Board	May 7, 2024
Qualifications	Mechanical Engineer from Karnataka Regional Engineering College, Suratkal (now renamed as National Institute of Technology), Karnataka
Brief Resume including experience	Mr. Venugopal Shanbhag joined Grindwell Norton Limited in 1991 and since then has worked in multiple functions and locations of Abrasives and Mobility businesses of Saint Gobain group in India. He had one year stint at Grinding Technology Centre at Saint-Gobain USA during 1995-96. He was on an expatriation assignment as Managing Director of Saint-Gobain Sekurit Thailand till August 2020 and Managing Director of Saint-Gobain Sekurit India Limited till May 4, 2024. He was appointed as a Whole-Time Director designated as Executive Director of the Company with effect from May 7, 2024 for period of five (5) years
Nature of expertise in the specific functional role	Management, Sales, Operations
Terms and conditions of appointment	Refer to the Item No. 1 of the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	₹2,33,00,000/- (approximate till date) He assumed the role of Whole-Time Director designated as Executive Director with effect from May 7, 2024
Remuneration proposed to be paid	Refer to the Item No. 1 of the Explanatory Statement
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of Meeting of Board attended as on February 20, 2025	Attended five (5) Board Meetings (till February 20, 2025)
Directorship held in other listed companies (excluding foreign companies and Section 8 companies) as on February 20, 2025	None
Listed entities from which resigned as a Director in the past three years	Saint-Gobain Sekurit India Limited
Memberships/Chairmanships of committees of other companies (included only Audit Committee and Stakeholders' Relationship Committee) as on February 20, 2025	None
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of equity shares held in the Company:	
a) in own name	800
b) as a beneficial owner	

Item Nos. 2 and 3:

Name of the Director	Mr. Hari Singudasu
Director Identification Number	10455516
Date of Birth	May 19, 1968
Age	57 years
Date of first appointment on the Board	April 1, 2025
Qualifications	PGDM (Finance) and CWA
Brief Resume including experience	Mr. Hari Singudasu holds Post Graduate Diploma in Management with Finance from IRMA, Anand and is also a graduate of Institute of Cost Accountants of India. Mr. Hari Singudasu joined Grindwell Norton Limited in 1998 and since held various roles within the organization. He served as the Vice President of Abrasives Business. Currently he serves as the Chief Financial Officer (CFO) of Grindwell Norton Limited and also serves as a Non-Executive Director on the boards of several Saint-Gobain group companies in India. He will continue to serve as CFO of Grindwell Norton Limited
Nature of expertise in the specific functional role	Financial Management, Strategy and Business Management
Terms and conditions of appointment	Refer to the Item Nos. 2 and 3 of the Explanatory Statement
Remuneration last drawn as a Director (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Refer to the Item Nos. 2 and 3 of the Explanatory Statement
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of Meeting of Board attended as on February 20, 2025	Not Applicable
Directorship held in other listed companies (excluding foreign companies and Section 8 companies) as on February 20, 2025	Saint-Gobain Sekurit India Limited
Listed entities from which resigned as a Director in the past three years	None
Memberships/Chairmanships of committees of other companies (included only Audit Committee and Stakeholders' Relationship Committee) as on February 20, 2025	Saint-Gobain Sekurit India Limited Stakeholders' Relationship 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) in own name	250
b) as a beneficial owner	