NORTON **GRINDWELL NORTON LTD.**

July 26, 2012

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400 001.

National Stock Exchange of India Limited
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub: Disclosure under Clause 35A of the Listing Agreement

We wish to inform that the Annual General Meeting of the Company was held on July 26, 2012 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikushru Dubash Marg, (Rampart Row), Mumbai – 400 001. The voting results at the Annual General Meeting is as follows:

The Agenda wise approval at the Annual General Meeting is as under:-

Item No. 1 - Approval of Audited Annual Accounts for the financial year ended March 31, 2012	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**
Item No. 2 - Declare dividend @ Rs.6.50/- per equity share of Rs.5/-	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**
Item No. 3 - Reappointment of Mr. S. Salgaocar as Director, liable to retire by rotation.	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**
Item No. 4 - Reappointment of Mr. P. Shah as Director, liable to retire by rotation.	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**

NORTON GRINDWELL NORTON LTD.

Item No. 5 - Reappointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 1040607W) as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting.	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**
Item No. 6 - Appointment of Mr. G. Texier as Director, liable to retire by rotation.	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**
Item No. 7 - Approval to pay commission to Non Whole time directors (excluding the directors who are nominees of Compagnie de Saint-Gobain or its subsidiaries) upto 1% of net profits of the Company for a period of five years commencing from April 1, 2012.	
Resolution required	**Special**
Mode of voting	**Show of hands**
Item No. 8 - Retirement of Mr. A. C. Chakrabortti as a Director of the Company	
Resolution required	**Ordinary**
Mode of voting	**Show of hands**

No voting was done through postal ballot /e-voting and no poll was conducted for any resolution.

Thanking You,

Yours faithfully,
For GRINDWELL NORTON LIMITED

K. VISWESWARAN
COMPANY SECRETARY