

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

MR. P. Shah
Chairman

The 64th Annual General Meeting of the Equity Share holders of Grindwell Norton Limited held on Wednesday, the 23rd July, 2014 at 3.00 p.m.

Dear Sir,

I, H.R.Thakur, Practising Company Secretary have been appointed as Scrutinizer for the purpose of the poll taken on the resolutions mentioned below at the 64th Annual General Meeting of the Equity Shareholders of Grindwell Norton Limited, held on Wednesday, the 23rd July, 2014, submit my report as under:

1. Before start of polling empty ballot box was shown to the Members present and then the ballot box was locked and key was handed over to me.
2. After the time fixed for closing of the poll by the Chairman, I took over the locked ballot box kept for polling.
3. The locked ballot box was subsequently opened in my presence and was witnessed by Ms. Vidya Bramhe and Mr. Sachin Rathod of TSR Darashaw Private Limited. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company viz.; TSR Darashaw Private Limited and the authorization / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under.

ORDINARY BUSINESS

Item No. 1 : Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company ended 31st March, 2014

- i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

- ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003


H. R. THAKUR
F.C.S. 2090 C.P. 3193

H. R. THAKUR

M. Com.,LLM.,M.B.A.(Pittsburg),
F.C.S. Grad. C.W.A

305/306, Happiness,
City of Joy, J.S. DossaMarg,
Mulund (West) – 400 080

iii. There are no **invalid** votes.

Item No. 2 : Ordinary Resolution

To declare dividend for the year ended 31st March, 2014:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no **invalid** votes.

Item No. 3 : Ordinary resolution

To appoint a Director in place of Ms. Marie-Armelie Chupin (Director Identification No. 00066499) who retires by rotation and being eligible, seeks re-appointment:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no **invalid** votes.

Item No. 4 : Ordinary resolution

To appoint a Director in place of Mr. Jean-Pierre Floris (Director Identification No.02504627) who retires by rotation and being eligible, seeks re-appointment:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	30477694	99.997


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- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	943	0.003

- iii. There are no **invalid** votes.

Item No. 5 : Ordinary resolution

To re-appoint M/s Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No.104607W) as Auditors of the Company:

- i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

- iii. There are no **invalid** votes.

SPECIAL BUSINESS

Item No. 6 : Ordinary Resolution

To appoint Mr. Shivanand Salgaocar (Director Identification No. 00001402) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

- i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	30477694	99.997

- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	943	0.003

- iii. There are no **invalid** votes.


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Item No. 7 : Ordinary Resolution

To appoint Mr. Pradip Shah (Director Identification No. 00066242) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no invalid votes.

Item No. 8: Ordinary Resolution

To appoint Mr. Keki M. Elavia(Director Identification No. 00003940) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no invalid votes.


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Item No. 9 : Ordinary Resolution

To appoint M/s.Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065) as Cost Auditors of the Company

i. Voted in **favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no **invalid** votes.

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully,



H. R. THAKUR
F.C.S. 2090 C.P. 3193

Place: Mumbai

Date: 23rd July, 2014