



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Grindwell Norton Limited ("GNO"), a member of the 'Saint-Gobain' group, is committed to the highest standards of fair, ethical and transparent governance practices. The corporate governance policies followed by GNO are intended to ensure transparency in all its dealings.

The Company recognizes the importance of strong corporate governance which is a vital mechanism for investor protection.

2. BOARD OF DIRECTORS

Composition:

As on March 31, 2018, the Company has eight Directors. Of the eight Directors, seven are Non-Executive Directors out of which three are Independent Directors. The Chairman of the Board is an Independent, Non-Executive Director. The Company also has one Executive, Alternate Director.

The Board has an optimal mix of professionalism, knowledge and experience. The composition of the Board is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

None of the Directors on the Board hold Directorships in more than twenty companies or in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2018, have been made by the Directors. None of the Directors are related to each other.

All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16 of the Listing Regulations and Section 149 of the Companies Act, 2013 ("Act"). The maximum tenure of the Independent Director is in compliance with the Act. Independent Directors do not hold office as an Independent Director in more than seven listed companies. The details of the familiarisation programme imparted to Independent Directors are available on the Company's website at <http://www.grindwellnorton.co.in/investor-information>.

Meetings of the Board:

Five Board meetings were held during the year and the gap between two consecutive meetings did not exceed one hundred and twenty days.

The dates on which the said meetings were held are as follows:

May 23, 2017; July 26, 2017; November 1, 2017; December 7, 2017 and February 2, 2018.

Necessary quorum was present for all the meetings.

During the year, information as mentioned in Schedule II, Part A of the Listing Regulations has been placed before the Board for its consideration. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

The names and category of the Directors, their attendance at Board meetings held during the year and number of Directorships and committee chairmanships/memberships held by them in other public and private companies as on March 31, 2018, are given below:

Name of the Director	Category	Number of Board Meetings during the year 2017-18		Whether attended last AGM held on July 26, 2017	Number of Directorship held (including GNO)#		Number of Committee positions held in public companies (including GNO)*	
		Held	Attended		Public	Private	Chairman	Member
Mr. Pradip Shah DIN 00066242 (Chairman)	Independent, Non-Executive	5	5	Yes	9	7	1	7
Ms. Marie-Armelle Chupin DIN 00066499	Non-Executive	5	1	No	2	-	-	1
Mr. Keki M. Elavia DIN 00003940	Independent, Non-Executive	5	5	Yes	10	3	5	5
Mr. Patrick Millot DIN 00066275	Non-Executive	5	1	No	1	-	-	-
Mr. Mikhail Narang DIN 02970255	Promoter, Non-Executive	5	5	Yes	1	1	-	1
Mr. Shivanand Salgaocar DIN 00001402	Independent, Non-Executive	5	4	Yes	1	18	1	-
Mr. Laurent Guillot DIN 07412302	Non-Executive	5	1	Yes	1	-	-	-
Mr. Krishna Prasad** (Alternate Director to Ms. Marie-Armelle Chupin)	Executive	5	3	Yes	1	-	-	-
Mr. Anand Mahajan (Managing Director)	Promoter, Executive	5	5	Yes	3	3	1	2

Video/tele-conferencing facilities are also used to facilitate Directors to participate in the meetings.

Excluding foreign companies and companies under Section 8 of the Act.

* The information related to committee positions held as stated above, pertains to the audit committee and stakeholders relationship committee in accordance with the provisions of Regulation 16 of the Listing Regulations.

** Appointed as an Alternate Director w.e.f May 23, 2017.

3. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The audit committee is constituted in line with the provision of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Terms of Reference:

- To act in accordance with the terms of reference specified in writing by the Board.
- To recommend the appointment, re-appointment and if required, the replacement or removal of the various auditors of the Company and the remuneration and terms of appointment thereof.



- To approve payment to statutory auditors for any other services rendered by the statutory auditors.
- To review and monitor the auditor's independence and performance, and effectiveness of the audit process.
- To examine the financial statement and the auditors' report thereon.
- To approve transactions of the Company with related parties and any subsequent modification thereof.
- To scrutinize inter-corporate loans and investments.
- To undertake valuation of undertakings or assets of the Company, wherever it is necessary.
- To evaluate internal financial controls and risk management systems.
- To review/monitor with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors.
- To review financial statement before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the Company.
- To have oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- To review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications in the draft audit report.
- To review with the management, the quarterly financial statements before submission to the Board for approval.
- To review, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- To discuss with internal auditors any significant findings and follow-up thereon.
- To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To discuss with statutory auditors, before the audit commences about the nature and scope of audit and post-audit, to ascertain any area of concern.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- To approve the appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate.
- To carry out any other function as is mentioned in terms of reference of the Audit Committee.
- To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
- To have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.
- To seek information and have direct access to any employees, Directors, Key Managerial Personnel's to perform its functions effectively.
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.
- To invite such of the executives as it considers appropriate to be present at the meetings, but on occasion may also meet without the presence of any executives of the Company.
- To review the appointment, removal and terms of appointment of Chief Internal Auditor.
- The Committee shall also conduct an annual review of the adequacy of the Terms of Reference and recommend any proposed changes to the Board for approval.

Composition:

The composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2017-18	
		Held	Attended
Mr. Keki M. Elavia (Chairman)	Independent, Non-Executive	4	4
Mr. Pradip Shah	Independent, Non-Executive	4	4
Mr. Anand Mahajan	Promoter, Executive	4	4

Mr. Keki M. Elavia, an Independent Director, is the Chairman of the committee. Mr. Keki M. Elavia is B.Com. (Hons), FCA, CFE. He retired as a senior partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants, after an association of more than 40 years.

The members of the committee are well versed in finance matters, accounts and general business practices. The Vice President – Finance & IT, Internal Auditor and the Statutory Auditors are invitees to the meetings of the committee. The Company Secretary acts as the secretary to the audit committee.

Mr. Keki M. Elavia, Chairman of the committee was present at the previous Annual General Meeting (“AGM”) of the Company held on July 26, 2017.

Meetings of the Audit Committee:

During the year ended March 31, 2018, four audit committee meetings were held. The dates on which the said meetings were held are as follows:

May 23, 2017; July 26, 2017; November 1, 2017 and February 2, 2018.

Necessary quorum was present for all the meetings.



B. NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee is constituted in line with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations.

Terms of Reference:

- To formulate criteria for appointment of Directors and remuneration including criteria for determining qualification, positive attributes and independence of a Director.
- To formulate evaluation criteria for assessment of performance of Board and its committees.
- To formulate, review and recommend nomination and remuneration policy to the Board.
- To recommend to the Board, the commission payment to Non-Whole-Time Directors (other than the Nominee Directors of Compagnie de Saint-Gobain (“CSG”)) and to the executive directors.
- To identify candidates who are qualified to become Directors or who may be appointed in senior management positions and recommending to the Board their appointment and/or removal.
- To review and determine all elements of the remuneration package of Executive Directors.
- Such other matters as the Board may, from time to time, request the committee to examine and recommend/approve.

Composition:

The composition of the nomination and remuneration committee and details of the meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2017-18	
		Held	Attended
Mr. Keki M. Elavia (Chairman)	Independent, Non-Executive	2	2
Mr. Pradip Shah	Independent, Non-Executive	2	2
Mr. Jean-Pierre Floris*	Non-Executive	1	-
Mr. Lauren Guillot**	Non-Executive	1	-

* Mr. Jean-Pierre Floris, Non-Executive Director, resigned w.e.f. December 7, 2017.

** Mr. Laurent Guillot, Non-Executive Director, was appointed as a member of the committee through circular resolution passed by the Board on December 22, 2017.

Meetings of the Nomination and Remuneration Committee:

Two meetings of the nomination and remuneration committee was held during the year on May 23, 2017 and February 2, 2018.

Nomination and Remuneration Policy:

In accordance with Section 178 of the Act, the committee has framed a nomination and remuneration policy and same is set out as Annexure 3 to the Board’s Report.

Performance evaluation criteria for Independent Directors:

The Board, on recommendation of the nomination and remuneration committee, has adopted a framework for performance evaluation of the Board, its committees, individual directors and the chairperson through a survey questionnaire. The survey questionnaire broadly covers various aspects of Board functioning, composition of Board and its committees, culture, execution and performance of specific duties, obligation and governance.

Pecuniary relationship or transaction of Non-Executive Directors vis-à-vis the Company:

Apart from receiving Director's sitting fees and commission, the Non-Executive Directors of the Company do not have any pecuniary relationships or transactions with the Company.

Mr. Mikhil Narang is a member of the Indian Promoters' Group. Mr. Patrick Millot, Ms. Marie-Armelle Chupin and Mr. Laurent Guillot are employees of Saint-Gobain Group.

Details of the Remuneration to the Directors for the financial year ended March 31, 2018 are given below:

Executive Directors:

(i) All elements of remuneration package i.e. salary, benefits, perquisites, profit commission, pension etc.:

Mr. Anand Mahajan: ₹ 470.81 lakhs.

Mr. Krishna Prasad: ₹ 235.12 lakhs.

(ii) Fixed component and performance linked incentives along with the performance criteria:

Fixed component is paid as salary and other perquisites. In addition, a profit commission, if applicable, is paid within the maximum ceiling on remuneration.

(iii) Service contracts, notice period, severance fees:

The appointment of Executive Directors is by virtue of their employment with the Company as management employees and therefore, their terms of employment are governed by the applicable policies at the relevant point in time.

(iv) Stock Option:

Presently, the Company does not have a scheme for grant of stock options either to the Managing Director or to any other employees.

Non-Executive Directors:

The Non-Executive Directors other than the nominee directors of CSG are paid sitting fees of ₹ 50,000 per meeting for Board and audit committee and ₹ 30,000 for its other committees. On the recommendation of the nomination and remuneration committee, the Board has approved the increase in sitting fees from ₹ 30,000 to ₹ 50,000 per meeting for Board and audit committee meetings, with effect from November 1, 2017.

The shareholder of the Company at the 67th AGM held on July 26, 2017, have approved payment of commission upto 1% of the net profits of the Company to its Non-Executive Directors (other than Nominee Directors of CSG) for a period of five years commencing from April 1, 2018. Out of the total commission payable, about 60% of the amount is paid to the Non-Independent Director(s) and the balance 40% is paid to Independent Directors based on the allocation approved by the Board of Directors.

The details of sitting fees (paid) and commission (payable) to Non-Executive Directors are as follows:

(₹ lakhs)

Name	Sitting Fees	Profit Commission	Total
Mr. Pradip Shah	4.30	15.00	19.30
Mr. Keki M. Elavia	4.60	15.00	19.60
Mr. Shivanand Salgaocar	2.20	15.00	17.20
Mr. Mikhil Narang	3.00	30.00	33.00



Equity Shares held by Non-Executive Directors:

Mr. Mihkil Narang holds 5,21,066 equity shares of the Company, which represents 0.47% of total paid-up capital of the Company. No other Non-Executive Director hold any equity shares in the Company.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The stakeholders relationship committee is constituted in line with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

Composition:

The composition of the stakeholders relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2017-18	
		Held	Attended
Mr. Shivanand Salgaocar (Chairman)	Independent, Non-Executive	2	2
Mr. Mihkil Narang	Promoter, Non-Executive	2	2
Mr. Anand Mahajan	Promoter, Executive	2	2

Meetings of Stakeholders Relationship Committee:

During the year ended March 31, 2018, two meetings of the stakeholders relationship committee were held on July 26, 2017 and February 2, 2018.

Necessary quorum was present for all the meetings.

Mr. K. Visweswaran, Company Secretary also functions as the Compliance Officer.

Details of investor complaints received and redressed during the year 2017-18 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
0	2	2	0

D. CORPORATE SOCIAL RESPONSIBILITY (“CSR”) COMMITTEE

The CSR committee is constituted in line with the provision of Section 135 of the Act. The committee has an independent chair to monitor the CSR policy and programs and to ensure that they are in line with the Act and Rules framed thereunder. The CSR policy and initiatives taken during the year are set out as Annexure 4 to the Board’s Report and also disseminated through the website of the Company, www.grindwellnorton.co.in.

Composition:

The composition of CSR committee and details of meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2017-18	
		Held	Attended
Mr. Keki M. Elavia (Chairman)	Independent, Non-Executive	1	1
Mr. Jean-Pierre Floris*	Non-Executive	1	-
Mr. Laurent Guillot**	Non-Executive	-	-
Mr. Anand Mahajan	Promoter, Executive	1	1

* Mr. Jean-Pierre Floris, Non-Executive Director, resigned w.e.f. December 7, 2017.

** Mr. Laurent Guillot, Non-Executive Director, was appointed by the Board as a member of the committee on February 2, 2018.

Meeting of the Corporate Social Responsibility Committee:

One meeting of the CSR committee was held during the year on May 23, 2017.

E. RISK MANAGEMENT COMMITTEE

The Risk Management Committee is constituted in line with the Regulation 21 of the Listing Regulations. The committee has formulated risk management policy of the Company which is integrated with internal control system in line with the Saint-Gobain internal control and risk management system. The broad framework of the committee is to identify and analyse main identifiable risk, control activities proportionate to the risks, communication and implementation, and on-going monitoring and a regular review of the process.

Composition:

The Composition of risk management committee and details of meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2017-18	
		Held	Attended
Mr. Laurent Guillot (Chairman)	Non-Executive	1	-
Mr. Mikhail Narang	Promoter, Non-Executive	1	1
Mr. Anand Mahajan	Promoter, Executive	1	1

* Mr. Jean-Pierre Floris, Non-Executive Director, resigned w.e.f. December 7, 2017.

** Mr. Laurent Guillot, Non-Executive Director, was appointed by the Board as Chairman of the committee on February 2, 2018.

Meeting of the Risk Management Committee:

One meeting of the risk management committee was held during the year on March 29, 2018.

F. SHARE TRANSFER COMMITTEE

The Company has a share transfer committee of Directors comprising of Mr. Shivanand Salgaocar (Independent, Non-Executive) as the Chairman, Mr. Mikhail Narang (Promoter, Non-Executive) and Mr. Anand Mahajan (Promoter, Executive) as its members.

Necessary quorum was present for all the meetings.

The share transfer committee meets as often as required to approve share transfers, issue of duplicate share certificate, issue of share certificate in lieu of request for renewal by the shareholders and transmission, which are noted at subsequent board meetings.

G. SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the Independent Directors was held on February 2, 2018 without the attendance of Non-Independent Directors and members of the management. The said meeting was attended by all the Independent Directors of the Company.



4. GENERAL BODY MEETINGS

(a) Annual General Meetings:

Date and Time	Venue	Special Resolutions passed
August 4, 2015 at 3:00 p.m.	M.C. Ghia Hall Bhogilal Hargovindas Building 18/20, Kaikushru Dubash Marg (Rampart Row), Mumbai 400 001	None
July 28, 2016 at 3:00 p.m.	M.C. Ghia Hall Bhogilal Hargovindas Building 18/20, K. Dubash Marg Kala Ghoda, Mumbai 400 001	None
July 26, 2017 at 11:00 a.m.	M.C. Ghia Hall Bhogilal Hargovindas Building 18/20, K. Dubash Marg Kala Ghoda, Mumbai 400 001	<p>Yes</p> <p>Payment of Commission to Non-Whole-time Directors</p> <p>The Non-Whole-Time Directors (excluding the Directors who are nominees of Compagnie de Saint-Gobain or its subsidiaries) be paid commission to be divided amongst them in such a manner as the Board of Directors may from time to time determine based on the recommendation from the Nomination and Remuneration Committee of such sum not exceeding 1% of the net profit of the Company computed in the manner prescribed under the provisions of the Companies Act, 2013 for a period not exceeding five (5) years commencing from April 1, 2018.</p>

(b) Postal Ballot: No Postal Ballot was conducted during the year 2017-18.

5. MEANS OF COMMUNICATION

Quarterly Financial Results and Publications:

The unaudited quarterly, unaudited half-yearly and audited annual financial results are approved by the Board of Directors and published in The Economic Times and Maharashtra Times.

The results are also displayed on the website of the Company, www.grindwellnorton.co.in. The presentation made to institutional investors and analysts are also displayed on the Company’s website, www.grindwellnorton.co.in.

6. GENERAL SHAREHOLDERS’ INFORMATION

(a) Annual General Meeting (“AGM”):

- Day & Date : Thursday, July 26, 2018
- Time : 3:00 p.m.
- Venue : M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001

(b) Financial Year: The Company’s financial year begins on April 1 and ends on March 31 every year.

Calendar of Financial Results for 2017-18:

- (i) First Quarter Results : July/August 2018
- (ii) Half-yearly Results : October/November 2018
- (iii) Third Quarter Results : January/February 2019
- (iv) Results for the year ending March 31, 2019 : April/May 2019

(c) Date of Book Closure:

Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive).

(d) Date of payment of Dividend:

The dividend, if approved by the Members, shall be paid/credited on and from Monday, July 30, 2018.

(e) Listing on Stock Exchange(s):

BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

National Stock Exchange of India Limited ("NSE"), Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.

The annual listing fees of BSE and NSE have been paid for the year 2018-2019.

(f) Stock Code/Symbol/International Securities Identification Number ("ISIN"):

NSE : GRINDWELL
 BSE : 506076
 ISIN FOR NSDL/CDSL : INE536A01023

(g) Corporate Identity Number ("CIN") of the Company:

L26593MH1950PLC008163

(h) Market Price Data: High, Low during each month in the last financial year and performance in comparison to BSE Sensex (broad based index):

Month	NSE		BSE		Sensex	
	High (₹)	Low (₹)	High (₹)	Low (₹)	Sensex High	Sensex Low
April 2017	394.10	347.65	393.25	347.95	30133.35	29319.10
May 2017	405.60	379.15	404.15	372.50	31159.40	29858.80
June 2017	409.50	386.20	413.00	383.35	31311.57	30834.32
July 2017	436.40	412.75	436.85	412.75	32514.94	31209.79
August 2017	420.70	371.35	419.30	373.80	32575.17	31213.59
September 2017	422.40	397.45	422.95	398.50	32423.76	31159.81
October 2017	475.25	419.25	473.10	412.05	33266.16	31497.38
November 2017	523.45	469.65	523.00	469.40	33731.19	32760.44
December 2017	547.65	508.10	543.05	503.50	34056.83	32597.18
January 2018	564.60	516.65	560.10	516.85	36283.25	33793.38
February 2018	515.40	498.20	515.25	500.00	35906.66	33703.59
March 2018	515.50	490.25	517.15	487.45	34046.94	32596.54



(i) Registrars and Transfer Agents:

TSR Darashaw Limited ("TSRDL")
 6-10, Haji Moosa Patrawala Industrial Estate
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011
 Telephone: + 91 22 6656 8484
 Fax: + 91 22 6656 8494
 E-mail: csg-unit@tsrdarashaw.com
 Website: www.tsrdarashaw.com

For the convenience of the shareholders based on the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSRDL:

a. Branches of TSRDL:

- TSR Darashaw Limited
 503, Barton Centre, 5th Floor
 84, Mahatma Gandhi Road
 Bengaluru 560 001
 Telephone: + 91 80 2532 0321
 Fax: + 91 802558 0019
 E-mail: tsrdlbang@tsrdarashaw.com
- TSR Darashaw Limited
 Tata Centre, 1st Floor
 43, Jawaharlal Nehru Road
 Kolkata 700 071
 Telephone: + 91 33 2288 3087
 Fax: + 91 33 2288 3062
 E-mail: tsrdlcal@tsrdarashaw.com
- TSR Darashaw Limited
 Bungalow No. 1, 'E' Road
 Northern Town, Bistupur
 Jamshedpur 831 001
 Telephone: + 91 657 2426 616
 Fax: + 91 657 2426 937
 E-mail: tsrdljsr@tsrdarashaw.com
- TSR Darashaw Limited
 Plot No. 2/42, Sant Vihar
 Ansari Road, Daryaganj
 New Delhi 110 002
 Telephone: + 91 11 2327 1805
 Fax: + 91 11 2327 1802
 E-mail: tsrdldel@tsrdarashaw.com

b. Agent of TSRDL:

Shah Consultancy Services Limited
 3, Sumatinath Complex,
 Pritam Nagar Akhada Road, Ellisbridge
 Ahmedabad 380 006
 Telefax: + 91 79 2657 6038
 E-mail: shahconsultancy8154@gmail.com

(j) Share Transfer System:

Transfer of shares held in physical form are processed by TSR Darashaw Limited and approved by the Share Transfer Committee.

(k) Shareholding Pattern as on March 31, 2018:

Category	Number of Shareholders	Number of Shares	Percentage
Promoters:			
Foreign	2	56,828,000	51.33
Indian	9	7,785,256	7.03
Insurance Companies & Banks	8	12,174	0.01
UTI & Mutual Funds	42	16,042,046	14.49
NRIs, OCBs FIs and FPI	497	5,773,679	5.21
Domestic Companies and Trusts	311	4,632,571	4.18
Resident Individuals	14,544	19,646,274	17.75
Total	15,413	110,720,000	100.00

(l) Distribution of Shareholdings:

Number of Equity Shares	Number of Shares	Percentage of Capital	Number of Shareholders	Percentage of total Shareholders
Upto 250	729,115	0.65	8,375	54.34
251 to 500	1,235,826	1.12	3,215	20.86
501 to 1000	1,848,852	1.67	2,363	15.33
1001 to 5000	2,418,729	2.18	1,127	7.31
5001 to 10000	928,915	0.84	128	0.83
10001 to 100000	4,390,503	3.97	129	0.84
100001 and above	99,168,060	89.57	76	0.49
Total	110,720,000	100.00	15,413	100.00

(m) Dematerialisation of shares and liquidity:

99% of the paid-up capital has been dematerialised as on March 31, 2018.

(n) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2018, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

(o) Commodity price risk or foreign exchange risk and hedging activities:

GNO's foreign currency exposure on account of imports and exports are appropriately hedged. GNO has a well-defined and structured treasury operations, with the emphasis being on security.

(p) Plant Locations:

The Company's plants are located at Mora (near Mumbai), Nagpur, Bengaluru, Tirupati, Bated (Himachal Pradesh) and Halol (near Vadodara). The Company's subsidiary, Saint-Gobain Ceramic Materials Bhutan Private Limited, has a plant near Phuentsholing in Bhutan.

(q) Address for correspondence:

Grindwell Norton Limited
 5th Level, Leela Business Park
 Andheri-Kurla Road, Marol, Andheri (East)
 Mumbai 400 059
 Tel: + 91 22 4021 21 21 • Fax: + 91 22 4021 2012
 Designated e-mail address for Investor Services: sharecmpt.gno@saint-gobain.com
 Website: www.grindwellnorton.co.in

7. DISCLOSURES

(a) Materially Significant Related Party Transactions:

There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. Transactions with related parties, as per the requirements of Indian Accounting Standards ("Ind AS") – 24, are disclosed in Note 48 of Notes forming part of financial statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:
<http://www.grindwellnorton.co.in/investor-information>

(b) Compliance:

The Company has complied with the requirements of the Stock Exchanges, Securities and Exchange Board of India and other statutory authorities on all matters relating to capital markets, and no penalty or strictures were imposed on the Company during the last three years.

**(c) Whistle Blower Policy and Vigil Mechanism:**

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In order to provide a secure environment and encourage employees to report unethical, unlawful or improper practices, acts or activities, a Whistle Blower Policy has been operational for a number of years. The Whistle Blower Policy and Vigil Mechanism are disseminated through the Company's website, www.grindwellnorton.co.in. We affirm that no employee of the Company was denied access to the Audit Committee.

(d) Mandatory and Non-mandatory requirements:

The Company has complied with all the mandatory requirements of Schedule II of the Listing Regulations. The Company has fulfilled the following non-mandatory requirements as prescribed in Part E of Schedule II of the Listing Regulations:

- (i) The financial statements of the Company are unmodified.
 - (ii) The position of Chairman and Managing Director are separate.
 - (iii) The Internal Auditor directly report to the Audit Committee.
- (e)** The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary Company. The minutes of the board meetings of the unlisted subsidiary Company are periodically placed before the Board of Directors of the Company. The Company has a subsidiary incorporated in Bhutan. However, it is not a material subsidiary in terms of the Regulation 16 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (f)** The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

8. PROMOTERS' GROUP**i. Indian Promoters:**

- Mrs. V.A. Mahajan & family
- Mrs. K.M. Narang & family

ii. Foreign Promoters (Collaborators):

- (a) Saint-Gobain Abrasives Inc., USA
- (b) Societe de Participations Financieres et Industrielles, France

iii. Other Saint-Gobain Group of Companies in India:

- (a) Saint-Gobain India Private Limited
- (b) Saint-Gobain India Foundation
- (c) Saint-Gobain Sekurit India Limited

9. OTHER INFORMATION**(a) CEO/CFO certification:**

Pursuant to the provisions of Regulation 17(8), Part B of Schedule II of Listing Regulations, the Managing Director ("CEO") and the Vice President-Finance & IT ("CFO") have issued a certificate to the Board of Directors, for the financial year ended March 31, 2018.

(b) Code of Conduct:

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of conduct is available on the website of the Company, www.grindwellnorton.co.in. Internally, all employees of the Company are expected to strictly follow Saint-Gobain's Principles of Conduct and Action and Code of Conduct for Saint-Gobain employees in India.