

ANNUAL REPORT

2019-20



STRONG AND RESILIENT



TEN YEAR CONSOLIDATED FINANCIAL HIGHLIGHTS

(₹ Lakhs)

	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Revenue from Operations (Net) ^	78075	88434	91539	92298	108433	113537	126336	143097	159806	157957
Operating Profit (Before Interest, Tax and Extraordinary Items)	12621	15137	13853	12495	15671	16351 ^{\$}	18172 ^{\$}	22900 ^{\$}	26194 ^{\$}	24710 ^{\$}
Profit After Tax and Extraordinary Items	8274	10284	9715	8442	10419	10638 ^{\$}	12089 ^{\$}	15089 ^{\$}	16872 ^{\$}	18389 ^{\$}
Share Capital	2768	2768	2768	2768	2768	2768	5536	5536	5536	5536
Reserves and Surplus *	36853	42966	48487	52670	58480	73549	83766	93516	104256	113031
Total Debts	2105	1891	2237	1641	1491	1517	776	4	0	0
Net Fixed Assets *	23525	31310	38512	37696	36360	36405	37434	36672	38804	41274
Net Working Capital ¢	16923	15124	14107	18520	25597	32307	41348	48336	57040	64678
Earnings Per Share (₹) #	7.55	9.30	8.79	7.58	9.32	9.50	10.78	13.52	15.11	16.48
Dividend Per Share (₹) #	3.00	3.25	3.25	3.25	3.25	3.25	4.00	5.00	6.00	7.50
Book Value Per Share (₹) * #	35.78	41.31	46.29	50.07	55.32	68.93	80.66	89.46	99.16	107.09

KEY RATIOS

Operating Margin (%)	16.17	17.12	15.13	13.54	14.45	14.59	14.38	16.00	16.40	15.60
Asset Turnover	1.80	1.80	1.60	1.50	1.70	1.45	1.40	1.43	1.44	1.32
Return on Capital Employed (%)	29.20	30.71	24.87	20.92	23.93	20.11	19.50	22.80	23.60	20.60
Current Ratio	1.89	1.61	1.63	1.80	1.91	2.23	2.58	2.65	2.98	2.89
Dividend Payout Ratio (incl tax)	45%	40%	43%	51%	43%	43%	46%	45%	48%	45%

Figures re-cast wherever necessary

^ Upto FY 2015-16 revenue includes only sale of product and from FY 2016-17 revenue also includes other operating income.

\$ Without Other comprehensive income

* Without Revaluation Reserve except upto FY 2014-15.

Right of use Assets under Ind AS 116 included from 2019-20 onwards.

¢ Net working capital includes cash and cash equivalents and Mutual Fund Investments

Based on the enhanced capital & Sub-divided Face Value of ₹ 5 each

Bankers

Standard Chartered Bank
Deutsche Bank
HDFC Bank
ICICI Bank

Statutory Auditors

M/s. Price Waterhouse Chartered
Accountants LLP

Registrars & Transfer Agents

TSR Darashaw Consultants Private Limited
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 id: csg-unit@tsrdarashaw.com

Registered Office

5th Level, Leela Business Park
Andheri-Kurla Road
Marol, Andheri (East)
Mumbai 400 059
Telephone: + 91 22 4021 2121
Fax : + 91 22 4021 21 02

E-mail Id

Sharecmpt.GNO@saint-gobain.com

Website

www.grindwellnorton.co.in

Corporate Identity Number

L26593MH1950PLC008163

Factories

1. Mora, Dist. Raigad, Maharashtra
2. Bengaluru, Karnataka
3. Tirupati, Andhra Pradesh
4. Nagpur, Maharashtra
5. Bated, Dist. Solan, Himachal Pradesh
6. Halol, Gujarat

Directors

(as on May 20, 2020)

Mr. Keki Elavia
(Chairman)

Mr. Laurent Guillot

Dr. Archana Hingorani

Ms. Isabelle Hoepfner
(Appointed as an Additional
Director w.e.f. May 20, 2020)

Mr. Anand Mahajan
(Appointed as an Additional
Director w.e.f. May 20, 2020)

Mr. Subodh Nadkarni

Mr. Mikhil Narang
(Ceased to be a Director
w.e.f. May 20, 2020)

Mr. Sreedhar Natarajan

Mr. Laurent Tellier

Mr. B. Santhanam
(Managing Director)

Mr. Krishna Prasad
(Appointed as an Alternate Director
to Ms. Isabelle Hoepfner w.e.f.
May 20, 2020)

Management Committee

Mr. Krishna Prasad
(Ceramics & Plastics and
Corporate Services)

Mr. Deepak Chindarkar
(Finance & IT)

Mr. Hari Singudasu
(Abrasives)

Company Secretary

Mr. K. Visweswaran

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NOTICE

Notice is hereby given that the 70th Annual General Meeting ("AGM") of the Members of Grindwell Norton Limited will be held on Friday, July 24, 2020 at 3:00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and,

the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

2. To declare a dividend on Equity Shares for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Laurent Guillot (Director Identification No. 07412302), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Subodh Nadkarni as an Independent Director of the Company**

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

"RESOLVED THAT Mr. Subodh Nadkarni (Director Identification No. 00145999), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 25, 2019 and who holds office up to the date of this Annual General Meeting of the Company 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 an Independent, Non-Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of Mr. Subodh Nadkarni, who meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from July 25, 2019 to July 24, 2024, be and is hereby approved."

5. **Appointment of Mr. Laurent Tellier as a Director of the Company**

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

"RESOLVED THAT Mr. Laurent Tellier (Director Identification No. 08587279), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 5, 2019 and who holds office up to the date of this Annual General Meeting of the Company 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 Non-Executive Director of the Company, liable to retire by rotation."

6. **Appointment of Mr. B. Santhanam as a Director of the Company**

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

"RESOLVED THAT Mr. B. Santhanam (Director Identification No. 00494806), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 4, 2020 and who holds office up to the date of this Annual General Meeting of the Company 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."

**7. Appointment of Mr. B. Santhanam as the 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 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. B. Santhanam (Director Identification No. 00494806) as the Managing Director of the Company for a period of five (5) years with effect from April 1, 2020 upon the terms and conditions set out in the Statement annexed to the Notice convening this Annual General Meeting (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. B. Santhanam.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof 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.”

8. Appointment of Ms. Isabelle Hoepfner as a Director of the Company

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

“RESOLVED THAT Ms. Isabelle Hoepfner (Director Identification No. 08598846), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 20, 2020 and who holds office up to the date of this Annual General Meeting of the Company 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

9. Appointment of Mr. Krishna Prasad as 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 read with Section 161 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act, 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. Krishna Prasad (Director Identification No. 00130438) as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years with effect from May 20, 2020 upon his appointment as an Alternate Director to Ms. Isabelle Hoepfner (Director Identification No. 08598846), Non-Executive Director and that Mr. Krishna Prasad shall vacate his office as and when Ms. Isabelle Hoepfner visits India and on her leaving India after each such visit, Mr. Krishna Prasad will be deemed to have been appointed as an Alternate Director to Ms. Isabelle Hoepfner and as such the Executive Director and his appointments be automatic, and this approval be deemed to be an approval of the Members for each such appointment.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the payment of remuneration to Mr. Krishna Prasad as an Executive Director of the Company as set out in the Statement annexed to the Notice convening Annual General Meeting (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).

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof 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.”

10. Appointment of Mr. Anand Mahajan as a Director of the Company

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

“RESOLVED THAT Mr. Anand Mahajan (Director Identification No. 00066320), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 20, 2020 and who holds office up to the date of this Annual General Meeting of the Company 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 Non-Executive Director of the Company, liable to retire by rotation.”

11. Ratification of Remuneration to Cost Auditor 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended or re-enacted from time to time, the remuneration of ₹2,00,000/- (Rupees two lakhs only) plus taxes and out of pocket expenses at actuals payable to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), who are appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records for the financial year ending March 31, 2021, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

Order of the Board of Directors

K. VISWESWARAN
Company Secretary

Mumbai, May 20, 2020

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:**

- (a) Pursuant to Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 and Circular issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
- (b) The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of business set out in Item Nos. 4 to 11 of the accompanying Notice and the relevant details as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are also annexed.
- (c) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fees by the Members from the date of circulation of this Notice up to the date of AGM i.e. July 24, 2020. Members can write to the Company Secretary at Sharecmpt.GNO@saint-gobain.com.
- (d) In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that this Notice and Annual Report 2019-20 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 KFin Technologies Private Limited ("KFintech") at <https://evoting.karvy.com>.
- (e) The Company has engaged the services of KFin Technologies Private Limited as the authorized agency for conducting the AGM through VC/OAVM and providing e-voting facility.
- (f) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (g) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (h) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 18, 2020 to Friday, July 24, 2020 (both days inclusive).
- (i) If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or from Tuesday, July 28, 2020, as under:
- to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and Central Depository Service (India) Limited ("CDSL") as of the close of business hours on Friday, July 17, 2020.
 - to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 17, 2020.
- (j) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, TSR Darashaw Consultants Private Limited ("TSRDCPL") for assistance in this regard.
- (k) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant(s) ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents, TSRDCPL to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to TSRDCPL.

- (l) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to their DP with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to TSRDCPL.
- (m) Members holding shares in physical form in identical order of names, in more than one folio are requested to send to the Company or TSRDCPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
- (n) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (o) Members desirous of seeking any further information about the financial statements and/or operations of the Company are requested to address their queries to the Company on or before Thursday, July 23, 2020 through email on Sharecmpt.GNO@saint-gobain.com, so that the information, to the extent practicable, can be made available at the AGM or the same will be replied by the Company suitably.
- (p) Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (“IEPF”):

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to Unpaid Dividend Account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

The unclaimed or unpaid final dividend for the financial year ended March 31, 2012, has been transferred to IEPF on September 17, 2019.

During the financial year 2019-20, 9,330 equity shares in respect of which dividend has not been claimed by the Members for seven consecutive years or more, have been transferred by the Company to IEPF. Details of shares transferred have been uploaded on the website of the IEPF as well on the website of the Company, www.grindwellnorton.co.in.

The Company has uploaded the information in respect of unclaimed dividends, as on the date of last AGM i.e. July 25, 2019, on the website of the IEPF, www.iepf.gov.in and on the website of the Company, www.grindwellnorton.co.in.

In the interest of the Members, the Company sends periodical reminders to the Members to claim their dividends in order to avoid transfer of dividends/ shares to the IEPF Authority. Notices in this regards also published in the newspapers and the details of unclaimed dividends and Members whose shares are liable to be transferred to the IEPF Authority are uploaded on the Company’s website, www.grindwellnorton.co.in.

The information in respect of the dividends are as follows:

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF
2012-13	July 24, 2013	August 22, 2020
2013-14	July 23, 2014	August 21, 2021
2014-15	August 4, 2015	September 2, 2022
2015-16	March 16, 2016	April 15, 2023
2016-17	July 26, 2017	August 26, 2024
2017-18	July 26, 2018	August 25, 2025
2018-19	July 25, 2019	August 26, 2026

The Members who are yet to encash their dividend are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the dividend warrants for any of the above mentioned financial years and/ or send for revalidation of the un-encashed dividend warrants still held by them to Mr. K. Visweswaran, Company Secretary or Ms. Mary George of TSRDCPL.



You are therefore, requested to claim the unpaid/unclaimed amount(s) at the earliest but not later than the last date mentioned against the above mentioned respective dividend(s).

However, you can claim from the IEPF Authority the unclaimed dividend amount transferred to IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website, www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF-5 to the Company. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

- (q) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with TSRDCPL /DPs. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 70th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / DP(s).
- (r) At the 67th AGM held on July 26, 2017, the Members approved appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that AGM till the conclusion of the 72nd AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 70th AGM.
- (s) Members may note that the Income Tax Act, 1961, ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by the Company after April 01, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the following documents in accordance with the provisions of the IT Act.

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered Members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the Member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the Member;
- Copy of Tax Residency Certificate ("TRC") for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by Member;
- Self-declaration in Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder;
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by Member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforesaid declarations and documents need to be submitted by the shareholders by sending an email to csg-exemptforms2@tsrdarashaw.com by Wednesday, July 15, 2020. No documents will be considered after Wednesday, July 15, 2020. We request you to kindly take note accordingly.

(t) Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

(u) Instructions for e-voting and joining the AGM are as follows:

AGM PARTICIPATION AND VOTING THROUGH ELECTRONIC MEANS

Instructions for e-voting:

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-voting services ("remote e-voting") provided by KFintech on all the resolutions set forth in this Notice.
- II. The remote e-voting period shall commence on Tuesday, July 21, 2020 (9:00 a.m. IST) and ends on Thursday, July 23, 2020 (5:00 p.m. IST). During this period Members of the Company holding shares either in physical form or in dematerialised form as on the cut-off date, Friday, July 17, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech after Thursday, July 23, 2020 (5:00 p.m. IST). Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if a person is already registered with KFintech for remote e-voting then the existing User-ID and password can be used for casting the vote.
- IV. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- V. The procedure and instructions for remote e-voting are as follows:
 - a. Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
 - b. Enter the login credentials (i.e., User-ID and Password) mentioned in the email. Your Folio No. / DP ID No. / Client ID No. will be your User-ID.

 User-ID For Members holding shares in Demat Form:-
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 For CDSL: 16 digits beneficiary ID

 User-ID For Members holding shares in Physical Form:-
 EVEN (E-Voting Event Number) followed by Folio No. registered with the Company
 Password will be your unique password which is sent via e-mail along with the Notice of AGM.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through KFintech e-voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, system will prompt you to select the 'EVENT' and click on 'Grindwell Norton Limited'.