



# Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

30-05-2019

To,  
The Deputy General Manager,  
Corporate Relationship Department,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

**Security Code: 505710**

**Sub.: Annual Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2019**

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, as amended, read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, Please find attached herewith the Annual Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2019 issued by M/s. GMJ & Associates - Practicing Company Secretary and the Secretarial Auditor of the Company.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

**FOR GRAUER & WEIL (INDIA) LIMITED**

**CHINTAN K. GANDHI**  
**COMPANY SECRETARY**



**SECRETARIAL COMPLIANCE REPORT OF GRAUER AND WEIL (INDIA)  
LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**  
(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019)

To,  
**GRAUER AND WEIL (INDIA) LIMITED**  
Growel Corporate, Akurli Road,  
Kandivli (East),  
Mumbai - 400101

We, **GMJ & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **GRAUER AND WEIL (INDIA) LIMITED** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the review period)**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the review period)**
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the review period)**
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the review period)**

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 27(2) of the SEBI (LODR) Regulations, 2015	The Company has failed to file Corporate Governance Report within 15 days under the said Regulation.	The Company has filed Corporate Governance Report for the Quarter ended December 31, 2018 on January 16, 2019.  <i>Further to the above the Company has paid fine for the aforesaid non-compliance.</i>

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(b) Except the above instances, the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations / Remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Non submission of Corporate Governance Report for the quarter ended December 31, 2018 as per Regulation 27(2) of the SEBI (LODR) Regulations, 2015	Under Standing Operating Procedures with respect to non-compliance of Regulation 27(2), fine was imposed upon the Company	The Company has submitted the Corporate Governance Report for the quarter ended December 31, 2018 and paid the fine to BSE Limited

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
*Not Applicable				

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*\*This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.*

For GMJ & ASSOCIATES  
Company Secretaries



[MAHESH SONI]

PARTNER

FCS: 3706 COP: 2324

PLACE: MUMBAI

DATE: MAY 16, 2019.

