



Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

Date : 17-09-2024

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

Security Code: 505710

Sub : AGM Electronic-Voting Results


Dear Sir,

In compliance with Regulation 44 of the of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclosed herewith the combined results of Remote e-Voting and e-Voting at Annual General Meeting on the various resolutions moved at the 66th Annual General Meeting (AGM) of the shareholders of the Company held on Wednesday, September 25, 2024 at 3.00 pm through Video Conferencing (VC) / other Audio Visual Means (OAVM). The said results were announced after taking on record the Scrutinizer's Report dated September 27, 2024 (also enclosed).

All resolutions moved at the AGM were thus carried / passed with the requisite majority.

Thanking You,

FOR GRAUER & WEIL (INDIA) LIMITED


CHINTAN K. GANDHI
COMPANY SECRETARY



Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
GRAUER AND WEIL (INDIA) LIMITED,
Akurli Road, Kandivli (East),
Mumbai 400101

Subject: 66th Annual General Meeting of the Members of Grauer and Weil (India) Limited held on Wednesday, 25th September, 2024 at 03:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of Grauer and Weil (India) Limited for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circulars issued from time to time in a fair and transparent manner in respect of the Resolutions passed at the AGM of Grauer and Weil (India) Limited at their Meeting held on Wednesday, 25th September, 2024 at 03:00 p.m. (IST) by Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer is restricted to make a Scrutinizer's Report of the Votes Cast in "FAVOUR" or "AGAINST" the resolutions as stated below on the report generated from the remote e-voting and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged Central Depository Services (India) Limited (CDSL) for its services;

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2. Members attended the Meeting through VC/OAVM facility provided in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was September 18, 2024;
4. The period for remote e-voting commenced on September 22, 2024 at 10:00 a.m. (IST) and ended on September 24, 2024 at 05:00 p.m. (IST). The remote e-voting module was disabled by CDSL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 25, 2024 at 05:33 p.m. in the presence of two witnesses Mr. Ashishkumar Yadav and Mr. Sujay Gokhale, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

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Item No.1:

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon - As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	222	301722076	99.9943	4	17105	0.0057	0
E-voting at AGM	10	9728993	100.0000	0	0	0.0000	0
Total	232	311451069	99.9945	4	17105	0.0055	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	2629134	61.0430	2629134	0	100.00	0.0000
Public Non-Institutions	E-voting	136073721	780200	0.5734	763095	17105	97.8076	2.1924
T O T A L		453411500	311468174	68.6944	311451069	17105	99.9945	0.0055

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 2:

To declare a Dividend on Equity Shares for the financial year ended March 31, 2024 - As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	225	302416668	99.9999	2	187	0.0001	0
E-voting at AGM	10	9728993	100.0000	0	0	0.0000	0
Total	235	312145661	99.9999	2	187	0.0001	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled [(4)/(2)] *100	% of votes against on votes polled [(5)/(2)] *100
Promoter and Promoter Group	E-voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	3305818	76.7542	3305818	0	100.00	0.0000
Public Non-Institutions	E-voting	136073721	781190	0.5741	781003	187	99.9761	0.0239
T O T A L		453411500	312145848	68.8438	312145661	187	99.9999	0.0001

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 3:

To appoint a Director in place of Mr. Umeshkumar More (DIN: 00112662), who retires by rotation and being eligible, offers himself for re- appointment - As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	215	302183725	99.9230	10	232980	0.0770	0
E-voting at AGM	10	9728993	100.0000	0	0	0.0000	0
Total	225	311912718	99.9254	10	232980	0.0746	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	3305818	76.7542	3089896	215922	93.4684	6.5316
Public Non-Institutions	E-voting	136073721	781040	0.5740	763982	17058	97.8160	2.1840
T O T A L		453411500	312145698	68.8438	311912718	232980	99.9254	0.0746

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 4:

Appointment of Mr. Ashok Kumar Kanodia as Independent Director of the Company - As a Special Resolution:

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	222	302399688	99.9944	3	17017	0.0056	0
E-voting at AGM	9	9728893	99.9990	1	100	0.0010	0
Total	231	312128581	99.9945	4	17117	0.0055	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	3305818	76.7542	3305818	0	100.0000	0.0000
Public Non-Institutions	E-voting	136073721	781040	0.5740	763923	17117	97.8084	2.1916
T O T A L		453411500	312145698	68.8438	312128581	17117	99.9945	0.0055

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 5:

Appointment of Mr. Anil Mahabirprasad Gadodia as Independent Director of the Company - As a Special Resolution:

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	222	302399398	99.9943	3	17307	0.0057	0
E-voting at AGM	9	9728893	99.9990	1	100	0.0010	0
Total	231	312128291	99.9944	4	17407	0.0056	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of votes against on votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	3305818	76.7542	3305818	0	100.0000	0.0000
Public Non-Institutions	E-voting	136073721	781040	0.5740	763633	17407	97.7713	2.2287
T O T A L		453411500	312145698	68.8438	312128291	17407	99.9944	0.0056

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 5 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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Item No. 6:

**To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 -
As an Ordinary Resolution:**

A.

Mode of Voting	Votes in Favor			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote e-voting	223	302399023	99.9941	4	17792	0.0059	0
E-voting at AGM	10	9728993	100.0000	0	0	0.0000	0
Total	233	312128016	99.9943	4	17792	0.0057	0

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	313030760	308058840	98.4117	308058840	0	100.0000	0.0000
Public Institutions	E-voting	4307019	3305818	76.7542	3305818	0	100.0000	0.0000
Public Non-Institutions	E-voting	136073721	781150	0.5741	763358	17792	97.7223	2.2777
T O T A L		453411500	312145808	68.8438	312128016	17792	99.9943	0.0057

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated August 12, 2024 has been passed with REQUISITE MAJORITY.

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All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be handed over to the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries
ICSI Unique Code F003706F000646139

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PARTNER

Membership No: F3706
Certificate of Practice No.:2324

UDIN: F003706F001351767

Peer Review Certificate No.: 647/2019

Place: Mumbai
Date: September 27, 2024.

Countersigned by:
For GRAUER AND WEIL (INDIA) LIMITED

(UMESHKUMAR MORE)
Chairman
DIN: 00112662

