



Grauer & Weil (India) Limited
CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

31-07-2020

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 31st March, 2020

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 Compliance Report for the year ended 31st March, 2020 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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

(Pursuant to SEBI circular - CIR/CFD/CMD1/27/2019 dated February 08, 2019) read with
Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

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

We, **GMJ & Associates, Company Secretaries** 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, 2020 ("Review Period") in respect of compliance with the provisions of:

- i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. 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");
- iii. The following Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the circulars/ guidelines issued thereunder, have been examined:-

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: 2 :

- (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;
- (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)
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the review period)

Based on our examination and verification of the documents and records produced to us and according to the information and explanations given by the Company, we report that:-

- (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:-

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: 3 :

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
None			

(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
None				

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

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: 4 :

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
1.	The Company has filed Corporate Governance Report for the Quarter ended December 31, 2018 on January 16, 2019.	In the Report for the year ending March 31, 2019.	The Company submitted the Corporate Governance Report for the quarter ended December 31, 2018 and paid the fine to BSE Limited.	The Company had complied the same and paid the fine imposed by BSE. Further, the Company has taken active steps to avoid any such delay in compliances.

Note: Due to the outbreak of COVID -19 pandemic and the current lockdown, physical examination of few documents under SEBI Act and Regulations were not possible; we have therefore relied upon the documents provided by the Company in electronic mode for Audit purpose.

For GMJ & ASSOCIATES
Company Secretaries



[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324
UDIN : F003706B000525161
PLACE: MUMBAI
DATE: JULY 29, 2020.

