



Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

Date: 06-09-2020

To,
The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

Ref.: Security Code No. 505710

Subj. : Intimation of dates of Annual General Meeting

Dear Sir / Madam,

In continuation to our earlier declaration dated 29-07-2020 regarding intimation of date of Annual General Meeting, this is to inform you that the Annual General meeting is scheduled to be held on Tuesday, September 29, 2020 at 3.00 pm through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the business set out in the Notice of the AGM.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

FOR GRAUER & WEIL (INDIA) LIMITED

For GRAUER & WEIL (INDIA) LTD.

CHINTAN K. GANDHI
COMPANY SECRETARY



Regd. Office: Growel Corporate, Akurli Road, Kandivli (E),
Mumbai (Maharashtra) 400 101, India

T +91-22-66993000 **F** +91-22-66993010 **E** hq@growel.com

CIN L74999MH1957PLC010975



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 62nd Annual General Meeting of the Members of GRAUER & WEIL (INDIA) LIMITED will be held on Tuesday, September 29, 2020 at 3.00 pm through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt
 - a. the Standalone Audited Financial Statements of the Company for financial year ended March 31, 2020 together with the Reports of the Directors and the Auditors thereon.
 - b. the Consolidated Audited Financial Statements of the Company for financial year ended March 31, 2020 together with the Reports of the Auditors thereon.
2. To confirm payment of Interim Dividend of Rs. 0.50 per Equity Share of Re. 1/- each i.e. 50% for the financial year 2019-20.
3. To appoint a Director in place of Mr. Vinod Haritwal (DIN : 00112862), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Reappointment of Mr. Umeshkumar More as a Whole-time Director of the Company designated as Chairman

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the Members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 reads with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the reappointment of Mr. Umeshkumar More (DIN: 00112662) as Whole-time Director designated as an Executive Chairman of the Company for a period of 3 (Three) Years w.e.f. January 1, 2021, on such terms and conditions including the remuneration payable to him, as a Whole-time Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows:

- a) **Salary & Allowances:** Upto Rs. 10,00,000/- per month or any changes as may be decided by the Board from time to time.
- b) **Perquisites:** In addition to the Salary and Commission, Mr. Umeshkumar More shall be entitled to the following perquisites and benefits as may be decided by the Board from time to time.
 - i) Medical Allowance as per the rules of the Company.
 - ii) Leave with full pay and all allowances as per the rules of the Company.
 - iii) Leave Travel Concession / Allowance for self and family including dependants as per the rules of the Company.
 - iv) Encashment of leave as per the rules of the Company.
 - v) Contribution to Provident Fund, Super Annuation Fund and Gratuity Fund as per the rules of the Company.
 - vi) Use of Cars with Drivers.
 - vii) Premium for personal accident insurance and medical insurance for self and family as per rules of the Company.
 - viii) Clubs Fees.
 - ix) Free Telephone Facility at residence and use of Mobile phones for the business of the Company.
 - x) Accommodation (Furnished or otherwise) or House Rent Allowance together with reimbursement of expenses or allowance for utilization of Gas, Electricity, Water, Furnishing, Repairing etc.
 - xi) All other payments in the nature of perquisites and benefits as agreed by the Board of Directors from time to time subject to such limits for the remuneration and perquisite as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.
- c) **Reimbursement of Medical expenses:**

In arriving at the value of perquisites, in so far as there exist a provision for valuation of such perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and /or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration:

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year, subject to the condition that the remuneration shall not without approval of the Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of Effective Capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution”.

5. Appointment of Dr. Prerna Sonthalia Goradia as Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Prerna Sonthalia Goradia (DIN : 08756246), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, in the Board Meeting held on July 29, 2020, to hold office from July 29, 2020 and who holds office up to the date of next Annual General Meeting and being eligible offers herself for re-appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing Regulations’), Dr. Prerna Sonthalia Goradia, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years w.e.f. July 29, 2020, not liable to retire by rotation.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021:

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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s V. J. Talati & Co., Cost Accountants (Firm Registration No. 00213), being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company and all other connected / incidental matters, for the financial year ending March 31, 2021, be paid aggregate professional fees upto Rs. 1,60,000/- p.a. (Rupees One Lac Sixty Thousand only) or such other fees as may be decided by the Board from time to time plus Goods and Service Tax and actual out of pocket expenses incurred in connection with the Audit.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give the effect to this Resolution.”

Registered Office:
Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Date : July 29, 2020

**Nirajkumar More
Managing Director**

**Vinod Haritwal
CEO & Whole-time Director**



NOTES:

1. In view of the continuing Covid-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio - Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Members will be able to attend the AGM on September 29, 2020 through VC / OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing / webcast link would be available adjacent to the EVSN of the Company.
3. 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 Attendance Slip and Proxy Form are not annexed to this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report for the financial year 2019-20 will also be available on the Company’s website at www.growel.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively, and on the website of CDSL : www.evotingindia.com.
6. Corporate Members, Societies etc., intending to send their Authorised Representative to attend the meeting through VC / OVAM are requested to send to the Company, a certified copy of the Board Resolution or other governing body of the body corporate authorising their representative(s) to attend and vote along with specimen signature of authorised representative(s) by e-mail to secretarial@growel.com before the commencement of the 62nd AGM.
7. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote, provided the votes are not already cast by remote e-voting.
8. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Unclaimed Dividend up to the financial year 2011-12 has been transferred to the Investors Education & Protection Fund (IEPF). Members are hereby informed that Dividend, which remain unclaimed / unpaid for a period of 7 years from the respective date of payments, have to be transferred to the Investor Education & Protection Fund (IEPF). The dates of declaration of dividend along with the date of dividend which are not transferred to IEPF is mentioned below:

Financial year	Date of declaration of Dividend	Rate of Dividend
2012-13	25-07-2013	12%
2013-14	31-07-2014	16%
2014-15	20-08-2015	22%
2015-16 (Interim)	22-03-2016	20%
2015-16 (Final)	11-08-2016	08%
2016-17	25-09-2017	40%
2017-18	30-08-2018	60%
2018-19	05-09-2019	60%
2019-20 (Interim)	13-02-2020	50%

Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in the prescribed Form IEPF – 5 available on www.iepf.gov.in. Members who have not yet claimed their Dividend Warrant(s) for the financial years as indicated above are requested to claim the amounts forthwith from the Company.

9. Pursuant to Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India, additional Information of Directors seeking appointment / re-appointment at the meeting are furnished and forms a part of Annual Report.

10. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request, mentioning their name, address, demat account number / folio number, email id, mobile number at secretarial@growel.com between September 20, 2020 to September 22, 2020. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, address, demat account number / folio number, email id, mobile number to secretarial@sunpharma.com. These queries will be suitably replied at the AGM or by email.
11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting for a maximum time of 3 (Three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
12. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company, at least seven days before the date of the meeting, so that the requested information can be made available at the time of meeting.
13. The Company has listed its shares on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 under Security Code No. 505710.
14. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. LINK INTIME INDIA PVT. LTD. (CIN: U67190MH1999PTC118368)

[Unit: Grauer & Weil (India) Limited]

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

Phone: (022) 49186270; Fax: (022) 49186060; e-mail: rnt.helpdesk@linkintime.co.in URL: www.linkintime.co.in

15. (a) Members are informed that in order to avoid fraudulent encashment of Dividend Warrants, they should send to the Registrar and Transfer Agent of the Company, at the address given above, under the signature of the Sole / First Joint holder, the information relating to the Name and Address of the Banker along with the Pin Code Number and Bank Account Number, to print on the Dividend Warrants.
- (b) Members are encouraged to update their bank account details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend. Members are requested to submit the NECS Form to the Registrar and Transfer Agent of the Company, at the address given above. NECS form is available on the website of the Company at www.growel.com.
- (c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code and IFSC to the Depository Participant.
16. All documents referred to in the accompanying Notice and the Explanatory Statement along with Registers shall be open for inspection by the Members by writing an e-mail to the Company Secretary at secretarial@growel.com.
17. In all correspondence with the Company, for speedy communication, Members are requested to quote their folio no. And in case their shares are held in dematerialised form, they must quote their DP ID and Clint ID Number. Members are also requested to mention contact no. & e-mail ID for faster Communication.
18. To support the “Green Initiative” and for receiving all communication (including Notice and Annual Report) from the Company electronically,
 - (a) Members holding shares in physical mode and who have not registered / updated their email addresses with the Company / RTA are requested to register / update the same by writing to the Company / RTA with details of folio number and attaching a self-attested copy of the PAN Card at secretarial@growel.com or to the Company’s RTA at rnt.helpdesk@linkintime.co.in.
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.
19. As per amended Regulation 40 of SEBI Listing Regulations, with effect from April 1, 2019, securities can be transferred only in dematerialized form. However, Members can continue to hold the shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. It is clarified that the share transfer deed(s), once lodged prior to the March 31, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
20. The Nomination Form No. SH-13 and SH-14 as prescribed under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 can be obtained from the Secretarial Department of the Company at its Registered Office. The same is also available on the website of the Company at www.growel.com.

21. Pursuant to the amendments introduced by the Finance Act, 2020, the dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. However, no tax will be deducted on payment of dividend to the resident individual shareholders, if the total dividend paid does not exceed Rs. 5,000/. The rate of tax deducted at source will vary depending on the residential status of the shareholder and documents registered with the Company.
22. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure as detailed in this Notice. As per the MCA Circulars, the facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
23. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
24. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date ("Record Date"), i.e., as on Tuesday, September 22, 2020.

25. Instructions for Remote E-Voting and Electronic Voting System:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility of 'remote e-voting' (e-voting from a place other than the venue of AGM), to exercise their right to vote at the 62nd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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. The 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.

The Company has appointed M/s GMJ & Associates, firm of Practicing Company Secretary as the Scrutinizer to scrutinize the voting during the AGM by electronic mode and remote e-voting process in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.

The instructions to Members for voting electronically are as under:-

- (i) The e-voting period begins on Saturday, September 26, 2020 at 10.00 am and ends on Monday, September 28, 2020 at 5.00 pm. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to cast their vote again.
- (iii) The Shareholders should log on to the e-voting website: www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now enter your User ID;
 - a. For CDSL: 16 Digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company OR
 - d. Alternatively, if you are registered for CDSL's EASI / EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI / EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to send an email to the Company's RTA at rnt.helpdesk@linkintime.co.in to obtain a sequence number for such login.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- For Physical shareholders** – please provide necessary details like Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email id.
- For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

Instructions for shareholders attending the 62nd AGM of the Company through VC / OAVM are as Under:

- Shareholders will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Instructions for shareholders for e-voting during the 62nd AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted 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 available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Internet Explorer, or Mozilla Firefox 22.
6. Members will be required to grant access to the web-cam to enable two-way video conferencing.

(xx) Note for Non-Individual Shareholders and Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system, for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. Together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz. secretarial@growel.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022 - 23058738) or Mr. Mehboob Lakhani (022 - 23058543) or Mr. Rakesh Dalvi (022 - 23058542).

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022 - 23058542 / 43.

(xxiii) The Scrutinizer will, immediately after the conclusion of voting at the 62nd AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer’s Report and submit thereafter to the Chairman of the Meeting or any person authorised by him in writing. The result declared along with the consolidated Scrutinizer’s Report will be placed on the Company’s website at www.growel.com and will be displayed on the notice board at the Registered Office of the Company, within 48 hours of the conclusion of the Meeting. The Company will simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

26. As the 62nd AGM is being held through VC / OAVM, the route map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(I) OF THE COMPANIES ACT, 2013:

Item No. 4 :

In the 57th Annual General Meeting of the Company held on August 20, 2015, Mr. Umeshkumar More was appointed as a Whole-time Director of the Company designated as Executive Chairman for a period of 5 (Five) years w.e.f. January 1, 2016. Accordingly his present terms of office expired on December 31, 2020 and thus it is proposed to reappoint him for a further period of 3 (Three) years as a Whole-time Director designated as Executive Chairman of the Company w.e.f. January 1, 2021.

Mr. Umeshkumar More is Diploma in Auto Engineering and associated with the Company for over 50 years. As on date, he is mainly responsible for the strategic planning, business growth, development, expansion and diversification, both at national and international level.

Brief Terms and conditions of his appointment including the remuneration payable to him as an Executive Chairman are set out in the Resolution. A copy of Draft Letter of Appointment proposed to be issued to Mr. Umeshkumar More recording the terms of his reappointment for a period of three years w.e.f. January 1, 2021 as referred to in the said resolution is available for inspection by the Members at the Registered Office of the Company, up to the date of the Annual General Meeting.

Brief resume of Mr. Umeshkumar More, nature of his expertise and names of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between the Directors inter-se as stipulated under Regulation 36(3) of SEBI listing Regulations forms part of the Notice of the Annual General Meeting and is annexed to this Annual Report.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on July 29, 2020, re-appointed Mr. Umeshkumar More as a Whole-time Director of the Company designated as Executive Chairman for a period of 3 (Three) years w.e.f. January 1, 2021. The Board of Directors of the Company considers it desirable to continue to avail the services of Mr. Umeshkumar More as an Executive Chairman of the Company and accordingly recommends the Resolution at Item No. 4 for the approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Umeshkumar More, Mr. Nirajkumar More and their relatives to the extent of their shareholding interest, if any, in the Company, is / are concerned / interested in the Resolution.

Item No. 5 :

The Board of Directors at their Meeting held on July 29, 2020, appointed Dr. Prerna Sonthalia Goradia as an Additional Director of the Company with effect from July 29, 2020, upto the date of this Annual General Meeting.

Dr. Prerna Goradia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. Dr. Prerna Goradia has done her Ph.D. in Chemistry, from Michigan State University, USA in 2004 and M.Sc. in Analytical Chemistry from University of Mumbai, India in 2000. She has specialized depth and breadth of expertise in several new and emerging technology and business areas viz. Chemistry, materials engineering, Semi-conductor and advanced packaging, Industrial coatings, Additive manufacturing etc. She has work experience of over 15 years in India and abroad and won several Awards / Accolades including Presidential award – Best Manager in 2019.

Dr. Prerna Goradia has given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations. The Nomination and Remuneration Committee has also recommended her appointment as Independent Director; not liable to retire by rotation.

In the opinion of the Board, Dr. Prerna Goradia possesses appropriate skills, knowledge, experience and expertise and fulfils the conditions specified in the Act, the Rules framed thereunder and SEBI Listing Regulations for appointment as Independent Director and she is independent of the Management. Accordingly it is proposed to appoint her as a Director of the Company and recommends the Ordinary Resolution at Item No. 5 for the approval of the Members.

Brief resume of Dr. Prerna Goradia, nature of his expertise and names of the Companies in which she holds directorships, memberships and chairmanships of Board, Committees, shareholding and relationships between the Directors inter-se as stipulated under Regulation 36(3) of the SEBI Listing Regulations forms part of the Notice of Annual General Meeting and is annexed to this Annual Report.

The terms and conditions of appointment of Dr. Prerna Goradia are open for inspection at the Registered Office of the Company up to the date of Annual General Meeting.

This statement may also be regarded as a disclosure under SEBI Listing Regulations.

Except Dr. Prerna Goradia, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned / interested in the Resolution set out at Item No. 5 of the accompanying Notice of the AGM. Dr. Prerna Goradia is not related to any Director(s) of the Company.

The Board recommends the passing of the resolution as set out at Item No. 5 of the Notice of the AGM as an ordinary Resolution.



Grauer & Weil (India) Limited

Item No. 6 :

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on July 29, 2020 re-appointed M/s V. J. Talati & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of cost records of the Company and all other connected / incidental matters for the financial year ending March 31, 2021 at an aggregate professional Fees upto Rs. 1,60,000/- p.a. (Rupees One Lac Sixty Thousand only) or such other fees as may be decided by the Board from time to time plus Service Tax and actual out of pocket expenses incurred in connection with the Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the passing of the resolution as set out at Item No. 6 of the Notice of the AGM as an Ordinary Resolution.

LISTING REQUIREMENTS

As required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS - 2), given below are the details of the Directors :

DIRECTOR RETIRING BY ROTATION, REAPPOINTMENT AND APPOINTMENT OF DIRECTORS

A. Name : MR. VINOD HARITWAL

Age : 61 Years [Date of Birth: 05-10-1958]

Qualifications : B.Com., LLB, CS, FCA.

Mr. Vinod Haritwal was associated with the Company in the past for nearly 10 years and was re-appointed as CEO and Whole-time Director of the Company on September 5, 2011. He is qualified Chartered Accountant and Company Secretary and has over 40 years of varied corporate experience of strategic planning and decision making, business and financial administration, management and control.

Mr. Vinod Haritwal is not related to any of the Directors of the Board of Company.

Directorships in other Listed Company : NIL

Committee Memberships : Stakeholders Relationship Committee
CSR Committee

Shareholding in the Company : 25,000 Equity Shares of Re. 1/- each.

B. Name : MR. UMESHKUMAR MORE

Age : 71 Years [Date of Birth: 04-11-1948]

Qualifications : Diploma in Auto Engineering

Mr. Umeshkumar More is associated with the Company since July 17, 1969 and is a Whole-time Director and Executive Chairman of the Company. He has got experience of more than 50 years in various fields in different types of industries. As on date, he is mainly responsible for the strategic planning, business growth, development, expansion and diversification, both at national and international level.

Mr. Umeshkumar More is related to Mr. Nirajkumar More - Managing Director of the Company.

Mr. Umeshkumar More is a Director of Growel Corporate Management Limited and Poona Bottling Company Private Limited and Designated Partner of Radhakishan Nandlal LLP, Bubna More & Company LLP, Waluj Beverages LLP and Growel Projects LLP.

Directorships in other Listed Company : NIL

Committee Memberships : Nomination & Remuneration Committee (Member)

Shareholding in the Company : 2,28,05,999 Equity Shares of Re. 1/- each.

C. Name : DR. PRERNA GORADIA

Age : 42 Years [Date of Birth: 09-11-1977]

Qualifications : BSC, M.Sc., Ph.D in Chemistry

Dr. Prerna Goradia has specialized depth and breadth of expertise in several new and emerging technology and business areas viz. Chemistry, materials engineering, Semi-conductor and advanced packaging, Industrial coatings, Additive manufacturing etc. She has work experience of over 15 years in India and abroad and won several Awards / Accolades including Applied Materials Presidential award – Best Manager in 2019 and Innovator of the year in 2017, 2018 and 2019.

Dr. Prerna Goradia is not related to any of the Directors of the Board of Company.

Other Directorships : Exosome Private Limited

Committee Memberships : NIL

Shareholding in the Company : NIL

Registered Office:
Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Date : July 29, 2020

**Nirajkumar More
Managing Director**

**Vinod Haritwal
CEO & Whole-time Director**