



Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

27/09/2017

To,
The Deputy General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai -400001

Ref. : Security Code No. 505710

Sub. : 59th Annual General Meeting – Voting Results

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results and Scrutinizer's Report on the resolutions passed at the Annual General Meeting held on September 25, 2017.

Kindly take the same on your record and acknowledged the receipt.

Thanking you,

Yours faithfully,

FOR GRAUER & WEIL (INDIA) LTD.


COMPANY SECRETARY



Encl: A/a

VOTING RESULT

Date of the Annual General Meeting	September 25, 2017
Total number of shareholder on record date	19866
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	12
Public	75
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	0
Public	0



Grauer & Weil (India) Limited

Resolution Required : (Ordinary)		1 - Receive, consider, approve and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2017 and the Balance Sheet as at that date together with Report of Directors and							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	
Promoter and Promoter Group	E-Voting	156379509	155420629	99.3868	155420629	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155897009	99.6914	155897009	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780760	10025	99.4402	0.5598	
	Poll		48321	0.0687	48321	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839106	2.6166	1829081	10025	99.4549	0.5451	5
Total		226705750	157736115	69.5775	157726090	10025	99.9936	0.0064	5



Grauer & Weil (India) Limited

Resolution Required : (Ordinary)		2 - Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
Promoter and Promoter Group	E-Voting	156379509	155420629	99.3868	155420629	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155897009	99.6914	155897009	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780760	10025	99.4402	0.5598	
	Poll		48321	0.0687	48321	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839106	2.6166	1829081	10025	99.4549	0.5451	5
Total		226705750	157736115	69.5775	157726090	10025	99.9936	0.0064	5



Grauer & Weil (India) Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Shri Vinod Haritwal (DIN : 00112862), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	
Promoter and Promoter Group	E-Voting	156379509	155417509	99.3848	155417509	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155893889	99.6894	155893889	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780700	10085	99.4368	0.5632	
	Poll		48321	0.0687	48321	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839106	2.6166	1829021	10085	99.4516	0.5484	5
Total		226705750	157732995	69.5761	157722910	10085	99.9936	0.0064	5



Grauer & Weil (India) Limited

Resolution Required : (Ordinary)		4 - Appointment of Statutory Auditors of the Company till the conclusion of the 64th AGM of the Company and to authorize the Board to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
Promoter and Promoter Group	E-Voting	156379509	155420629	99.3868	155420629	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155897009	99.6914	155897009	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780760	10025	99.4402	0.5598	
	Poll		48321	0.0687	48321	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839106	2.6166	1829081	10025	99.4549	0.5451	5
Total		226705750	157736115	69.5775	157726090	10025	99.9936	0.0064	5



Grauer & Weil (India) Limited

Resolution Required : (Special)

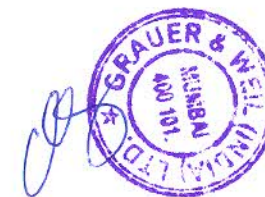
5 - Appointment of Smt. Pallavi More as Whole-time Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	
Promoter and Promoter Group	E-Voting	156379509	124755344	79.7773	124755344	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		125231724	80.0819	125231724	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780700	10085	99.4368	0.5632	
	Poll		48321	0.0687	48321	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839106	2.6166	1829021	10085	99.4516	0.5484	5
Total		226705750	127070830	56.0510	127060745	10085	99.9921	0.0079	5



Grauer & Weil (India) Limited									
Resolution Required : (Ordinary)		6 - Appointment of Shri Yogesh Samat as Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
Promoter and Promoter Group	E-Voting	156379509	155420629	99.3868	155420629	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155897009	99.6914	155897009	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780760	10025	99.4402	0.5598	
	Poll		42821	0.0609	42821	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1833606	2.6088	1823581	10025	99.4533	0.5467	5
Total		226705750	157730615	69.5750	157720590	10025	99.9936	0.0064	5



Grauer & Weil (India) Limited									
Resolution Required : (Ordinary)			7 - Ratification of Remuneration of Cost Auditors for the Financial Year ending March 31, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	INVALID
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	156379509	155420629	99.3868	155420629	0	100.0000	0.0000	
	Poll		476380	0.3046	476380	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		155897009	99.6914	155897009	0	100.0000	0.0000	
Public Institutions	E-Voting	40120	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	70286121	1790785	2.5479	1780760	10025	99.4402	0.5598	
	Poll		48311	0.0687	48311	0	100.0000	0.0000	5
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1839096	2.6166	1829071	10025	99.4549	0.5451	5
Total		226705750	157736105	69.5775	157726080	10025	99.9936	0.0064	5



FORM No. MGT-13

Combined Report of Scrutinizer for Remote e-voting & Poll Process

[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 Chairperson,
Grauer And Weil (India) Limited
Akurli Road, Kandivli (East),
Mumbai - 400101.

Subject: 59th Annual General Meeting of the Shareholders of GRAUER & WEIL (INDIA) LIMITED held on Monday, September 25, 2017 at 3:00 p.m. at Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai - 400101.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 59th AGM of Equity Shareholders of Grauer & Weil (India) Limited at their Meeting held on Monday, September 25, 2017 at Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai - 400101.

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 voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 59th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 59th AGM 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 system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

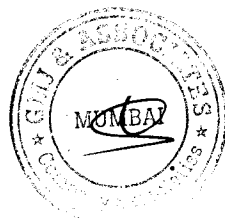
The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements (including Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2017 and the Report of the Directors and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
*Poll/Ballot voting	524701	25	524701	100	--	--	--	5
Total	157736115	71	157726090		4	10025		5



ITEM NO. 2: ORDINARY RESOLUTION:

Declaration of Dividend on Equity shares for the Financial Year ended March 31, 2017.

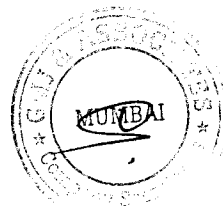
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
*Poll/Ballot voting	524701	25	524701	100	--	--	--	5
Total	157736115	71	157726090		4	10025	--	5

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Director in place of Mr. Vinod Haritwal, who retires by rotation and being eligible, offers himself for re-appointment.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157208294	44	157198209	99.9936	5	10085	0.0064	--
Poll/Ballot voting	524701	25	524701	100	--	--	--	5
Total	157732995	69	157722910		5	10085		5

*Note: Mr. Vinod Haritwal, Member being interested in the aforesaid resolution abstained from voting.



ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of M/s. SCA & Associates, Chartered Accountants as a Statutory Auditors of the Company for a term of Five (5) years and to authorise the Board to fix their remuneration.

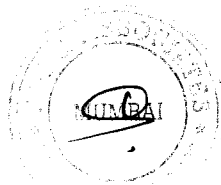
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
Poll/Ballot voting	524701	25	524701	100	--	--	--	5
Total	157736115	71	157726090		4	10025		5

ITEM NO. 5: SPECIAL RESOLUTION:

Appointment of Mrs. Pallavi More as Whole-time Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			*Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	126546129	38	126536044	99.9921	5	10085	0.0079	--
Poll/Ballot voting	524701	25	524701	100	--	--	--	5
Total	127070830	63	127060745		5	10085	--	5

*Note: Mr. Niraj Kumar More, Niraj Kumar More HUF, Mr. Aman More, Mr. Yash More, Mrs. Pallavi More, Members being interested in the aforesaid resolution abstained from voting.



ITEM NO. 6: ORDINARY RESOLUTION:

Appointment of Mr. Yogesh Samat as an Independent Director of the Company.

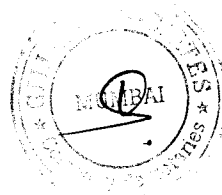
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
Poll/Ballot voting	519201	24	519201	100	--	--	--	5
Total	157730615	70	157720590		4	10025		5

*Note: Mr. Yogesh Samat, Member being interested in the aforesaid resolution abstained from voting.

ITEM NO. 7: ORDINARY RESOLUTION:

Ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2018.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
Poll/Ballot voting	524691	24	524691	100	--	--	--	15
Total	157736105	70	157726080		4	10025		15



All the resolutions voted through Remote e-voting and Poll Process were passed with Requisite Majority.

The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.



For GMJ & ASSOCIATES
Company Secretaries


[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324

PLACE: MUMBAI
DATE: SEPTEMBER 26, 2017.