

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]

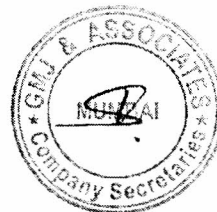
To,
The Chairperson,
Grauer & Weil (INDIA) Limited,
Akurli Road, Kandivali (East)
Mumbai - 400101

Subject: 60th Annual General Meeting of the Shareholders of Grauer & Weil (INDIA) Limited held on Thursday, August 30, 2018 at 3.00 pm at Growel's 101 Mall, Akurli Road, Kandivali (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 60th AGM of Equity Shareholders of Grauer & Weil (INDIA) Limited at their Meeting held on Thursday, August 30, 2018 at 3.00 pm at Growel's 101 Mall, Akurli Road, Kandivali (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 60th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 60th 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 facility and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, 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. Duplicate, 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:

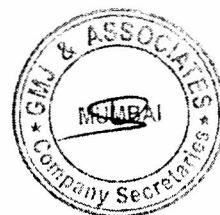
ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, along with the Reports of the Board of Directors' and Auditor's 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	
E-voting	154907805	45	154907804	99.99	1	1	0.01	-
Poll/Ballot voting	2231277	52	2231277	100	-	-	-	-
Total	157139082	97	157139081		1	1		-

ITEM NO. 2: ORDINARY RESOLUTION:

Declaration of Dividend on Equity Shares for the Financial Year ended 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	
E-voting	154907805	45	154907804	99.99	1	1	0.01	-
Poll/Ballot voting	2231277	52	2231277	100	-	-	-	-
Total	157139082	97	157139081		1	1		-

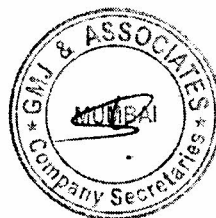
ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of a Director in place of Shri. UmeshKumar More (DIN: 00112662) 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	
E-voting	9697016	32	9697015	99.99	1	1	0.01	*145210789
Poll/Ballot voting	1754897	50	1754897	100	-	-	-	**476380
Total	11451913	86	11451912		1	1		145687169

* Poona Bottling Company Private Limited, Ridhi Sidhi Ltd, Umesh Kumar More, Nirajkumar More, Premlata More, Growels Project LLP, Pallavi More, Radhakishan Nandlal LLP, Nirajkumar More HUF have cast their votes on the Resolution at Item No. 3 by E-voting. We have considered their votes as Invalid, since they are interested in the Resolution.

** Waluj Beverages LLP and Bubna More & Co. LLP have cast their votes on the Resolution at Item No. 3 by Poll. We have considered their votes as Invalid, since they are interested in the Resolution.



ITEM NO. 4: SPECIAL RESOLUTION:

Re-appointment of Shri Suresh Pareek as an Independent Director of the Company.

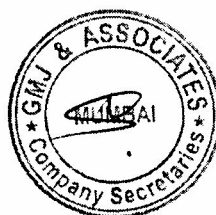
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	154907805	45	154907804	99.99	1	1	0.01	-
Poll/Ballot voting	530161	50	530161	100	-	-	-	*1701116
Total	155437966	96	155437965		1	1		1701116

*** Shri Suresh Pareek has cast his vote on the Resolution at Item No. 4 by Poll. We have considered his vote as Invalid, since he was interested in the Resolution.**

ITEM NO. 5: SPECIAL RESOLUTION:

Re-appointment of Shri Tarun Kumar Govil 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	
E-voting	154907805	45	154907804	99.99	1	1	0.01	-
Poll/Ballot voting	2228777	51	2228777	100	-	-	-	*2500
Total	157136582	96	157136581		1	1		2500



* Shri Tarun Kumar Govil has cast his vote on the Resolution at Item No. 5 by Poll. We have considered his vote as Invalid, since he was interested in the Resolution.

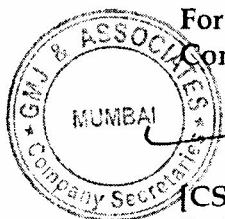
ITEM NO. 6: ORDINARY RESOLUTION:

Ratification of Remuneration paid to Cost Auditors for the financial year ending March 31, 2019.

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	154907805	45	154907804	99.99	1	1	0.01	-
Poll/Ballot voting	2231277	52	2231277	100	-	-	-	-
Total	157139082	97	157139081		1	1		-

All the resolutions voted through Remote E-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll/Ballot papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



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

UMESH
KUMAR MORE

Digitally signed by UMESH KUMAR MORE
DN: c=IN, cn=Personal, postalCode=400049,
st=Maharashtra,
2.5.4.20=3d83c2023ae324c9a9b8345ede3
98dc36e2e3e1bc76e13c6f6e0d9e3dc932,
serialNumber=84fbbc0511104cef31f28e7
7c8bb57772ede8700f13076ba1271fb1c7
e3, cn=UMESH KUMAR MORE
Date: 2018.08.31 20:12:51 +05'30'

UMESHKUMAR MORE
CHAIRPERSON OF ANNUAL
GENERAL MEETING

PLACE: MUMBAI
DATE: AUGUST 31, 2018.