

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 66th Annual General Meeting of the Members of **GRAUER & WEIL (INDIA) LIMITED** will be held on Wednesday, September 25, 2024 at 3.00 pm through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business :

ORDINARY BUSINESS :

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.
2. To declare a Dividend on Equity Shares for the financial year ended March 31, 2024.
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.

SPECIAL BUSINESS :

4. Appointment of Mr. Ashok Kumar Kanodia as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules made thereunder ('the Act'), Schedule IV of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, as amended from time to time and on the recommendation of the Nomination and Remuneration Committee, Mr. Ashok Kumar Kanodia (DIN: 00002563), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from July 27, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who satisfies the criteria of independence as specified in the Act and SEBI Listing Regulations and in respect of whom, the Company has received notices in writing from the Member under Section 160 of the Act, proposing his candidature as a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2024 and ending on July 26, 2029 (both days inclusive), not liable to retire by rotation.

FURTHER RESOLVED THAT any of the Executive Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

5. Appointment of Mr. Anil Mahabirprasad Gadodia as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules made thereunder ('the Act'), Schedule IV of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, as amended from time to time and on the recommendation of the Nomination and Remuneration Committee, Mr. Anil Mahabirprasad Gadodia (DIN: 00053783), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from July 27, 2024 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and who satisfies the criteria of independence as specified in the Act and SEBI Listing Regulations and in respect of whom, the Company has received notices in writing from the Member under Section 160 of the Act, proposing his candidature as a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2024 and ending on July 26, 2029 (both days inclusive), not liable to retire by rotation.

FURTHER RESOLVED THAT any of the Executive Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025.

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 cost records of the Company and all other connected / incidental matters, for the financial year ending March 31, 2025, be paid aggregate professional fees upto ₹ 2.00 Lacs p.a. (Rupees Two Lacs only) plus taxes and other out of pocket expenses incurred in connection with the Audit.

FURTHER RESOLVED THAT any of the Executive Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give 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

Nirajkumar More

Managing Director
DIN : 00113191

Yogesh Samat

Director (Operations)
DIN : 00717877

Date : August 12, 2024

NOTES :

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 25, 2023, allowed companies to convene Annual General Meeting ('AGM') through VC / OAVM till September 30, 2024 in accordance with relevant provisions of earlier Circulars issued by MCA viz. Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 (collectively referred as 'MCA Circulars'). Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM without the physical presence of the Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
2. Members will be able to attend the AGM 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. Members can join the AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 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.
4. Since AGM is being held pursuant to the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available. Hence the Attendance Slip and Proxy Form are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
5. An Institutional / Corporate Member is required to send a scanned document of the certified true copy of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution / Authorization shall be sent to the Company by email through its registered email address to secretarial@growel.com or upload the same on the website of CDSL : 'www.evotingindia.com'.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Information regarding appointment / re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Act and Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and duly notified by the Central Government is annexed to the Notice.

8. In compliance with MCA Circulars and SEBI Circulars, the Annual Report for FY 2023-24 including the Notice of the AGM is being sent by electronic mode only to those Members whose e-mail addresses are registered with Company / Registrar of Companies (RTA) : M/s Link Intime India Pvt. Ltd. / Depository Participants ('DPs'), unless any Member has requested for a physical of the same. Members may note that the notice and the Annual Report for the financial year 2023-24 will also be available on the Company's website at 'www.growel.com' and on the website of the Stock Exchange i.e. BSE Limited at 'www.bseindia.com' and on the website of CDSL : 'www.evotingindia.com'.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2024 to September 25, 2024 (both days inclusive).
11. The dividend on Equity Shares as recommended by the Directors for the financial year ended March 31, 2024, if approved by the Members, at the meeting of the Company, will be paid within a period of 30 days from the date of declaration :
- (a) to those Members whose names appear on the Company's Register of Members, after giving effect to all valid shares transfer in physical form lodged with M/s Link Intime India Pvt. Ltd., RTA of the Company on or before September 20, 2024.
- (b) in respect of shares held in electronic form, to those 'Deemed Members' whose names appear in the statements of beneficial ownership as on September 20, 2024, furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
12. In order to enable the Company to directly credit the dividend amount in the bank accounts:
- a. Members holding shares in demat account are requested to update their Bank Account details with their respective DPs.
- b. Members holding shares in physical form are requested to submit a covering letter, duly signed relevant ISR forms available on the website of RTA along with documents mentioned therein, to
- RTA : 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 : +91 8108116767; Fax : (022) 49186060;
e-mail : rnt.helpdesk@linkintime.co.in URL : www.linkintime.co.in
- c. Pursuant to relevant SEBI Circulars, with effect from April 01, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form only if the folio is KYC compliant by updation of documents / details such as furnishing of mobile number, bank account details, specimen signature, in the forms as prescribed by SEBI and valid PAN linked to Aadhaar. In case physical folios are not updated with KYC details, with effect from April 01, 2024, the dividend shall be withheld and released only upon the updation of KYC.
- d. Attention of the Members holding shares in physical form is drawn to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/37 dated March 16, 2023 which mandates furnishing, inter alia, self-attested copy of Permanent Account Number (PAN), postal address, mobile number, bank account details, specimen signature, by submitting the specified forms to the Company / RTA and valid PAN linked to Aadhaar.
13. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members 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 ₹ 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.
14. Pursuant to the provisions of section 124 of the Act, dividend which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEPF) and accordingly Unclaimed dividend up to the financial year 2015-16 has been transferred to the IEPF. Shareholders who have not encashed the dividend so far, for the financial year ended March 31, 2017 or any subsequent financial years, are requested to send un-encashed dividend warrants / request to the RTA for necessary action.
- The dates of declaration of dividend along with the rate of dividend which are not transferred to IEPF is mentioned below :
- | Financial year | Date of declaration of Dividend | Rate of Dividend |
|-------------------|---------------------------------|------------------|
| 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% |
| 2020-21 | 29-09-2021 | 50% |
| 2021-22 | 22-09-2022 | 65% |
| 2022-23 | 10-08-2023 | 80% |
15. Pursuant to Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has remained

- unpaid or unclaimed for 7 consecutive years are liable to be transferred to the IEPF Authority. Once the aforesaid shares / dividend are transferred to IEPF, the concerned Shareholders can claim the same by making an application in the prescribed form and manner to the IEPF Authority.
16. Members who have not registered their e-mail addresses so far, are requested to register the same with RTA, in case of physical holding and with the Depository through their DPs in respect of electronic holding.
 17. As per SEBI Circular dated January 25, 2022, Letter of Confirmation (LOC) has to be issued to Members for various Investors Service Requests in case of physical holdings. The LOC will be valid for 120 days from the date of its issue, within which the Member shall make a request to his/her DPs for dematerializing the underlying securities. In case the Member fails to submit the LOC within the aforesaid period, the shares shall be transferred to the Suspense Escrow Demat Account of the Company. The methodology for claiming these shares from the Suspense Escrow Demat Account shall be in accordance with SEBI guidelines dated December 30, 2022.
 18. All Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank Details / update, e-mail ID / mandates / nominations / power of attorney / change of name / change of address / contact numbers / power of attorney etc. to their DPs with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to RTA.
 19. Members holding shares in physical form are requested to consider dematerializing their holding as share transfers cannot be effected in physical form with effect from April 1, 2019 pursuant to SEBI norms. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense account; (iii) renewal / exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates / folios; (vii) transmission; (viii) transposition ix) Bonus, will also be processed in electronic form only.
 20. Members of Company through Postal Ballot dated March 30, 2024 approved the issue of Bonus Shares in the ratio of 1 : 1 and same is credited to the demat account of all the Shareholders, whose names were available in the Register of Members, on the Record date. Bonus Shares of the Members, holding shares in physical form, were transferred to Escrow Suspense Account and on receipt of details of demat account, same will be credited to the demat account of respective Shareholders.
 21. In terms of Section 72 of the Act, nomination facility is available to individual Shareholders holding shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to Company's R & T for nomination form by quoting their folio number. Members holding shares in electronic form may submit the same to their respective DPs.
 22. To eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. However, Members can continue to hold the shares in physical form.
 23. The Register of Director' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
 24. Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through e-mail to secretarial@growel.com on or before September 17, 2024, mentioning their name, address, demat account number / folio number, email ID, mobile number. The same will be replied by the Company suitably.
 25. 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 10, 2024 to September 17, 2024.
 26. The 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.
 27. The Equity Shares of the Company is listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 under Security Code No. 505710.
 28. 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.
 29. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed in this notice.
 30. Instructions for Remote e-voting and Electronic Voting System :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of

India (“ICSI”), the Company is providing the facility of remote e-voting / e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has appointed Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means i.e. for remote e-voting as well as the e-voting system on the date of the AGM and for the purpose of holding 66th AGM of the Company through VC/OAVM, as the authorized e-voting agency.

The Board has appointed M/s GMJ & Associates, firm of Practicing Company Secretary as Scrutinizer for conducting the 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 Sunday, September 22, 2024 at 10.00 am and ends on Tuesday, September 24, 2024 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. Wednesday, September 18, 2024, 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) 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.
- (iv) 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.
- (v) 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. September 18, 2024.
- (vi) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders’ resolutions. E-voting process has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vii) Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

STEP 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual Shareholders holding shares in demat mode.

Pursuant to aforesaid SEBI Circular, login method for e-voting and joining virtual meetings for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users of who have opted for CDSL’s Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL / NSDL / Karvy / Link Intime, so that the user can visit the e-voting service providers’ website directly. <p>If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <ol style="list-style-type: none"> 3. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit Demat Account Number hold with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL depository site. After successful authentication, wherein you can see e-voting feature, click on Company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve user ID / password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Contact at toll free no. 18002109911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No. : 022-48867000 and 022-24997000

STEP 2 : Access through CDSL e-voting system in case of Shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.

Login method for e-voting and joining virtual meeting for physical Shareholders and Shareholders other than individual holding in demat form.

- The Shareholders should log on to the e-voting website : www.evotingindia.com.
- Click on 'Shareholders' module.
- Now enter your User ID;
 - For CDSL : 16 digits beneficiary ID;

- For NSDL : 8 character DP ID followed by 8 Digits Client ID;
 - Members holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on 'Login'.
 - 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.

f. If you are a first time user follow the steps given below :

For physical Shareholders and other than individual Shareholders holding shares in demat	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) <ul style="list-style-type: none"> 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)	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. <ul style="list-style-type: none"> 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).

- (viii) After entering these details appropriately, click on 'SUBMIT' tab. verification code and click on 'Forgot Password' & enter the details as prompted by the system.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the 'Resolutions file link' if you wish to view the entire resolution details.
- (xiv) 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.
- (xv) Once you 'Confirm' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by clicking on 'Click here to print' option on the voting page.
- (xvii) If demat account holder has forgotten the Login Password, then enter the user ID and the image
- (xviii) There is also an optional Provision to upload BR/ POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xix) Additional facility for Non-individual Shareholders and Custodians – For remote voting only.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized 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 same in the CDSL e-voting system for the Scrutinizer to verify the same.

Process for those Shareholders whose email / mobile no. are not registered with the Company / Depositories.

1. 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.
2. For demat Shareholders - Please update your email ID & Mobile No. with your respective Depository Participant (DP)
3. For Individual demat Shareholders – Please update your email ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

Instructions for Shareholders attending the 66th AGM of the Company through VC / OAVM are as Under :

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. 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.
8. If any votes are cast by the Shareholders through the e-voting available during the EGM / 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.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact at toll free no. 18002109911

31. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 2109911.
32. The results of the remote e-voting / e-voting at Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits. The results along with the Scrutinizers Report shall be placed on the website of the Company i.e. www.growel.com and on the website of CDSL i.e. www.evotingindia.com immediately after declaration of results. The Results will also be forwarded to the Stock Exchange, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 :

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI Listing Regulations and Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, through Circular Resolution appointed Mr. Ashok Kumar Kanodia (DIN : 00002563) as an Additional Director of the Company to hold office with effect from July 27, 2024 up to the date of this Annual General Meeting. Mr. Kanodia was also appointed as Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2024 and ending on July 26, 2029, subject to approval of the Members of the Company, not liable to retire by rotation.

In this regard, Mr. Kanodia has consented to his appointment and the Company has received declarations from Mr. Kanodia, inter-alia, confirming that he is eligible and does not suffer from any disqualifications for his appointment as Director and Independent Director and meets the criteria of independence as prescribed under Section 149 of the Act and SEBI Listing Regulations. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority. Accordingly, in the opinion of the Board, he fulfils the conditions for appointment as Independent Director and he is independent to the management.

The Company has received notices from Member under Section 160 of the Act proposing his appointment as a Director. Brief Profile of Mr. Kanodia and other relevant details are furnished in the Annexure which forms part of this Notice. A copy of the letter of appointment of Mr. Kanodia, which is subject to approval of the Members of the Company, is available for inspection by the Members. Members seeking to inspect the same can send an email to secretarial@growel.com.

Having regard to qualifications, knowledge and extensive experience of Mr. Kanodia, his appointment on the Board of the Company as an Independent Director will be in the interest of the Company and accordingly, the Board of Directors recommends passing of the Special Resolution at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Kanodia, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 5 :

Pursuant to the provisions of the Companies Act, 2013 ('the Act'), SEBI Listing Regulations and Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, through Circular Resolution appointed Mr. Anil Mahabirprasad Gadodia (DIN : 00053783) as an Additional Director of the Company to hold office with effect from July 27, 2024 up to the date of

this Annual General Meeting. Mr. Gadodia was also appointed as Independent Director of the Company for a term of 5 (five) consecutive years commencing from July 27, 2024 and ending on July 26, 2029, subject to approval of the Members of the Company, not liable to retire by rotation.

In this regard, Mr. Gadodia has consented to his appointment and the Company has received declarations from Mr. Gadodia, inter-alia, confirming that he is eligible and does not suffer from any disqualifications for his appointment as Director and Independent Director and meets the criteria of independence as prescribed under Section 149 of the Act and SEBI Listing Regulations. He has not been debarred from holding the office of Director by virtue of any SEBI order or any other such Authority. Accordingly, in the opinion of the Board, he fulfils the conditions for appointment as Independent Director and he is independent to the management.

The Company has received notices from Member under Section 160 of the Act proposing his appointment as a Director. Brief Profile of Mr. Gadodia and other relevant details are furnished in the Annexure which forms part of this Notice. A copy of the letter of appointment of Mr. Gadodia, which is subject to approval of the Members of the Company, is available for inspection by the Members. Members seeking to inspect the same can send an email to secretarial@growel.com.

Having regard to qualifications, knowledge and extensive experience of Mr. Gadodia, his appointment on the Board of the Company as an Independent Director will be in the interest of the Company and accordingly, the Board of Directors recommends passing of the Special Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Gadodia, are in anyway deemed to be concerned or interested in the Resolution.

Item No. 6 :

Pursuant to the Provisions of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company. As per the said Rules, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company in the general meeting. On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 28, 2024 had considered and approved the re-appointment of M/s V. J. Talati & Co., Cost & Management Accountants as a Cost Auditors of the Company for the financial year 2024-25 at an aggregate professional Fees upto ₹ 2.00 Lacs p.a. (Rupees Two Lacs only) plus applicable taxes and out of pocket expenses that may be incurred.



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

Registered Office :

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

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

Nirajkumar More

Managing Director
DIN : 00113191

Yogesh Samat

Director (Operations)
DIN : 00717877

Date : August 12, 2024

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 AND APPOINTMENT OF DIRECTORS

- A. Name** : **MR. UMESHKUMAR MORE**
Age : 75 Years [Date of Birth: 04-11-1948]
Qualifications : Diploma in Auto Engineering
Expertise : Strategic Planning, Decision making

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 an experience of around 55 years in various fields and 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 Designated Partner of Radhakishan Nandlal LLP, Bubna More & Company LLP and Growel Projects LLP, Bubna More & Company LLP and Growel Projects LLP.

- Directorship in other Company** : Poona Bottling Company Private Limited
Committee Memberships : Nomination & Remuneration Committee (Member)
Shareholding in the Company : 2,28,05,999 Equity Shares of Re. 1/- each.

- B. Name** : **MR. ASHOK KUMAR KANODIA**
Age : 73 Years [Date of Birth: 07-01-1951]
Qualifications : B.S. in Electrical Engineering and Business Management
Expertise : Engineering and Business Management

Mr. Ashok Kumar Kanodia is an alumnus of Massachusetts Institute of Technology (MIT), USA where he obtained a B.S. in Electrical Engineering and Business Management (Sloan School of Management). He has been actively involved with the Electronics and Telecom industry including framing of policies for the Defence sector in India.

Mr. Kanodia is not related to any members of the Board of Directors of the Company, as per the provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015.

- Directorship in other Company** : Precision Electronics Limited and VM Farms Private Limited
Shareholding in the Company : NIL

- C. Name** : **MR. ANIL MAHABIRPRASAD GADODIA**
Age : 61Years [Date of Birth: 21-12-1962]
Qualifications : Chartered Accountant with degree in Law and Commerce
Expertise : Accounting, Financing and Business Strategy

Mr. Anil Mahabirprasad Gadodia is a Chartered Accountant with degree in Law and Commerce with excellent academic record (Merit List in LLB (Gen) and CA) with 38 years of rich post qualification experience in India and Abroad at senior position as CEO, CFO, President, Head of Profit Centre & Accounts, Finance, Taxation, Commercial, Management with strong work ethics, leadership, problem-solving, team-building, project management skills and irreproachable integrity.

Mr. Gadodia is not related to any members of the Board of Directors of the Company, as per the provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015.

- Directorship in other Company** : --
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

Nirajkumar More
 Managing Director
 DIN : 00113191

Yogesh Samat
 Director (Operations)
 DIN : 00717877

Date : August 12, 2024