

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rule, 2014]

To,
Mr. Chintan Gandhi
Company Secretary,
Grauer and Weil (India) Limited
Akurli Road, Kandivli (East),
Mumbai - 400101

**Subject: 57th Annual General Meeting of the Shareholders of M/s. Grauer & Weil [India]
Limited held on Thursday, August 20, 2015 at 3:00 P.M. at Mumbai, Maharashtra.**

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the **Grauer & Weil [India] Limited** as a Scrutinizer vide resolution dated 29th May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 57th Annual General Meeting venue 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 provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges:

1. The remote e-voting period remained open from Monday, August 17, 2015 (10:00 A.M.) to Wednesday, August 19, 2015 (5:00 P.M) both days inclusive.
2. The shareholders holding shares as on "cut off" date i.e. August 13, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of LINK INTIME INDIA PRIVATE LIMITED.
4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And 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.
6. Incomplete, invalid and/or defective poll paper was rejected by me.



7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by LINK INTIME INDIA PRIVATE LIMITED and the report generated electronically for voting by use of ballots at the meeting.
8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

RESOLUTION 1:

Adoption of the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

- (i) Votes in favour of the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	26	1,12,184,734	
Ballot	23	44,169,071	
Total	49	1,56,353,805	100.00

- (ii) Votes against the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

- (iii) Abstain/Invalid:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	44,870	--
Total	2	44870	--

RESOLUTION 2:

Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2015

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	26	1,12,184,734	--
Ballot	23	44,169,071	--
Total	49	1,56,353,805	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	44,870	--
Total	2	44,870	--

RESOLUTION 3:

Re-appointment of Shri Umesh Kumar More (DIN: 00112662) Director, who retires by rotation;

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	21	66,517,359	--
Ballot	22	44,153,551	--
Total	43	1,10,670,910	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5*	45,667,375	--
Ballot	3	60,390	--
Total	8	45,727,765	--

*Niraj Kumar More HUF, Shri. Niraj Kumar More and Shri. Umeshkumar More being interested in the said resolution remained abstained from voting.

RESOLUTION: 4

Appointment of M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No: 107122W).

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	26	1,12,184,734	--
Ballot	23	44,169,071	--
Total	49	1,56,353,805	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--



(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	44,870	--
Total	2	44870	--

RESOLUTION: 5

Appointment of Smt. Aarti Shah (DIN: 07002594) as Independent Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	26	1,12,184,734	--
Ballot	21	44,166,271	--
Total	47	1,56,353,305	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	1	500	--
Total	1	500	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	3*	47,170	--
Total	3	47,170	--

* Smt. Aarti Sunil Shah being interested in the said resolution remained

RESOLUTION: 6

Appointment of Shri. Neeraj Garg (DIN: 00853757) as Whole Time Director of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	26	1,12,184,334	--
Ballot	22	44,166,571	--
Total	48	1,56,350,905	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	400	--
Ballot	0	0	--
Total	1	400	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	3	47,370	--
Total	3	47,370	--

RESOLUTION: 7

Appointment of Shri. Umeshkumar More (DIN: 00112662) as a Wholetime Director of the Company designated as Chairman.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	21	66,516,959	--
Ballot	23	44,169,071	--
Total	44	1,10,686,030	100.00



(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	0	0	--
Total	0	0	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5*	45,667,375	--
Ballot	2	44,870	--
Total	7	45,712,245	--

*Niraj Kumar More HUF, Shri. Niraj Kumar More and Shri. Umeshkumar More being interested in the said resolution remained abstained from voting.

RESOLUTION: 8

Revision of remuneration of Smt. Pallavi More.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	21	66,517,259	--
Ballot	22	44,168,571	--
Total	43	1,10,685,830	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	100	--
Ballot	1	500	--
Total	2	600	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	5*	45,667,375	--
Ballot	2	44,870	--
Total	7	45,712,245	--

*Niraj Kumar More HUF, Shri. Niraj Kumar More and Shri. Umeshkumar More being interested in the said resolution remained abstained from voting.

RESOLUTION: 9

Ratify the remuneration of Cost Auditors for the financial year ending March 31, 2016.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	25	1,12,184,634	--
Ballot	23	44,169,071	--
Total	48	1,56,353,705	100.00

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	100	--
Ballot	0	0	--
Total	1	100	--

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	--
Ballot	2	44,870	--
Total	2	44,870	--

9. Based on the foregoing, the resolution no (s) 1 to 9 shall be deemed to have been passed with requisite majority.

10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,



For GMJ & ASSOCIATES
Company Secretaries

[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: AUGUST 21, 2015

Mr. Chintan Gandhi
Company Secretary,
Grauer and Weil (India) Limited
Akurli Road, Kandivli (East),
Mumbai - 400101.

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the 57th Annual General Meeting of M/s.Grauer & Weil [India] Limited held on 20th August, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	49	1,56,353,805	100.00	0	0	--
2	49	1,56,353,805	100.00	0	0	--
3	43	1,10,670,910	100.00	0	0	--
4	49	1,56,353,805	100.00	0	0	--
5	47	1,56,353,305	100.00	1	500	--
6	48	1,56,350,905	100.00	1	400	--
7	44	1,10,686,030	100.00	0	0	--
8	43	1,10,685,830	100.00	2	600	--
9	48	1,56,353,705	100.00	1	100	--

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: AUGUST 21, 2015