

— Revised —

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,
M/s. Grauer & Weil (India) Limited,
Growel's 101 Mall,
Akurli Road,
Kandivali East,
Mumbai 400101

↔ REVISED ↔

Subject: 58th Annual General Meeting of the Shareholders of M/s. Grauer & Weil (India) Limited held on 11th August, 2016 at 5:00 P.M. 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 58th AGM of Equity Shareholders of M/s. Grauer & Weil (India) Limited at their Meeting held on 11th August, 2016 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 58th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 58th 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:

(a) Adoption of Audited Financial Statements for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;

(b) The Audited Consolidated Financial Statements for the financial year ended 31st March, 2016 together with the Report of the 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	155913579	29	155913579	98.83	0	0	0	0
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157754363	65	157754363	100.00	0	0	0	385



ITEM NO. 2: ORDINARY RESOLUTION:

To declare dividend on Equity Shares for the year ended 31st March, 2016.

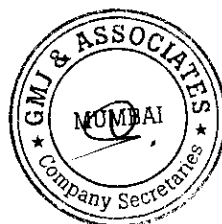
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	
E-voting	155913579	29	155913579	98.83	0	0	0	0
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157754363	65	157754363	100.00	0	0	0	385

ITEM NO. 3: ORDINARY RESOLUTION:

Re-appointment of Shri Rohitkumar More (DIN: 00139797), who retires by rotation.

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	155270549	26	155270549	98.83	0	0	0	643030
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157111333	62	157111333	100.00	0	0	0	643415

- Mr. Rameshkumar Radhakishan More and Waluj Beverages LLP being interested in the said resolution remained abstained from Voting.



ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of M/s. M. M. Nissim & Co., Chartered Accountants as the Statutory Auditors and fixing 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	155913579	29	155913579	98.83	0	0	0	0
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157754363	65	157754363	100.00	0	0	0	385

ITEM NO. 5: SPECIAL RESOLUTION:

Reappointment of Shri Vinod Haritwal as a CEO & Whole time Director.

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	155910459	28	155910459	98.83	0	0	0	3120
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157751243	64	157751243	100.00	0	0	0	3505

- Mr. Vinod R Haritwal being interested in the said resolution remained abstained from Voting.



ITEM NO. 6: SPECIAL RESOLUTION:

Reappointment of Shri Rohitkumar More as a 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	155270549	26	155270549	98.83	0	0	0	643030
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157111333	62	157111333	100.00	0	0	0	643415

- Mr. Rameshkumar Radhakishan More and Waluj Beverages LLP being interested in the said resolution remained abstained from Voting.

ITEM NO. 7: SPECIAL RESOLUTION:

Reappointment of Shri Nirajkumar More as a Managing Director.

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	41290	12	41290	2.19	0	0	0	155872289
Poll/Ballot voting	1840784	36	1840784	97.81	0	0	0	385
Total	1882074	48	1882074	100.00	0	0	0	155872674

- Nirajkumar More HUF, Nirajkumar More, Pallavi More, Premlata More, Umeshkumar Nandlal More, Shivani Rajgarhia, Bubna More and Company LLP, Radhakishan Nandlal LLP, Poona Bottling Company Private Limited, Ridhi Sidhi Ltd, Growel Projects Limited, Waluj Beverages LLP and Aman Nirajkumar More being interested in the said resolution remained abstained from Voting.



ITEM NO. 8: ORDINARY RESOLUTION:


Ratification of the Remuneration of Cost Auditors for the Financial Year Ending 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	155913579	29	155913579	98.83	0	0	0	0
Poll/Ballot voting	1840784	36	1840784	1.17	0	0	0	385
Total	157754363	65	157754363	100.00	0	0	0	385

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: AUGUST 17, 2016.