

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.

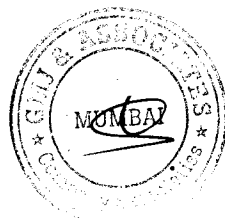
The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the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

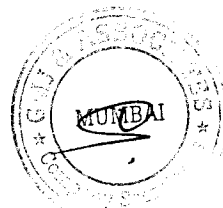
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
*Poll/Ballot voting	524701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

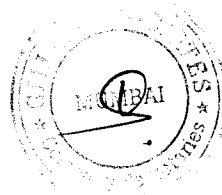
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	157211414	46	157201389	99.9936	4	10025	0.0064	--
Poll/Ballot voting	519201	24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

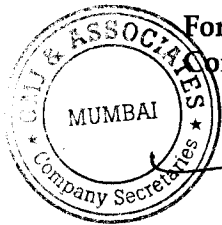
Ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2018.

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.