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**Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM**  
[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 Chairman,  
**GRAUER AND WEIL (INDIA) LIMITED,**  
Akurli Road, Kandivli (East), Mumbai 400101.

**Subject: 65<sup>th</sup> Annual General Meeting of the Members of Grauer and Weil (India) Limited held on Thursday, 10<sup>th</sup> August, 2023 at 03.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Ms. Sonia Chettiar, Partner have been duly appointed by the Board of Directors of **Grauer and Weil (India) Limited** for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circulars issued from time to time in a fair and transparent manner in respect of the Resolutions passed at the AGM of Grauer and Weil (India) Limited at their Meeting held on Thursday, August 10, 2023 at 03.00 p.m. (IST) by Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

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 remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer 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 and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.

We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;

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2. Members attended the Meeting through VC/OAVM facility provided in accordance with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was August 03, 2023;
4. The period for remote e-voting commenced on Monday, August 07, 2023 at 10:00 a.m. (IST) and ended on Wednesday, August 09, 2023 at 5:00 p.m. (IST). The remote e-voting module was disabled by CDSL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on Thursday, August 10, 2023 at 04:54 p.m. in the presence of two witnesses Ms. Riya Jalui and Mr. Sanyo Rodrigues, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/ Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.

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**Item No. 1:**

To receive, consider and adopt:

- a. the Standalone Audited Financial Statements of the Company for the year ended March 31, 2023 together with the Reports of the Directors and Auditors thereon.
- b. the Consolidated Audited Financial Statements of the Company for the year ended March 31, 2023 together with the Reports of the Auditors thereon.

- As an Ordinary Resolution:

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote voting	e- 167	159260634	99.9969	3	4920	0.0031	0
Voting AGM	at 6	309180	100	0	0	0	0
<b>Total</b>	<b>173</b>	<b>159569814</b>	<b>99.9969</b>	<b>3</b>	<b>4920</b>	<b>0.0031</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	156529480	156124260	99.7411	156124260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	2793298	1333246	47.7302	1333246	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	67382972	1808048	2.6832	1803128	4920	99.7279	0.2721
	Poll		309180	0.4588	309180	0	100.0000	0.0000
<b>T O T A L</b>		<b>226705750</b>	<b>159574734</b>	<b>70.3885</b>	<b>159569814</b>	<b>4920</b>	<b>99.9969</b>	<b>0.0031</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated May 27, 2023 has been passed with REQUISITE MAJORITY.

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**Item No. 2:**

**To declare a Dividend on Equity shares for the financial year ended March 31, 2023.**

**- As an Ordinary Resolution:**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	
Remote voting	169	159628207	99.9997	3	428	0.0003	0
Voting at AGM	6	309180	100	0	0	0	0
<b>Total</b>	<b>175</b>	<b>159937387</b>	<b>99.9997</b>	<b>3</b>	<b>428</b>	<b>0.0003</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-voting	156529480	156124260	99.7411	156124260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Institutions</b>	E-voting	2793298	1696319	60.7282	1696319	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	67382972	1808056	2.6833	1807628	428	99.9763	0.0237
	Poll		309180	0.4588	309180	0	100.0000	0.0000
<b>T O T A L</b>		<b>226705750</b>	<b>159937815</b>	<b>70.5486</b>	<b>159937387</b>	<b>428</b>	<b>99.9997</b>	<b>0.0003</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No.2 of the Notice of the AGM dated May 27, 2023 has been passed with REQUISITE MAJORITY.

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**Item No. 3:**

To appoint a Director in place of Mr. Yogesh Samat (DIN: 00717877), who retires by rotation and being eligible offers himself for re-appointment.

- As an Ordinary Resolution:

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast	
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast		
Remote voting	e-	147	158002781	98.9846	23	1620846	1.0154	0
Voting AGM	at	6	309180	100	0	0	0	0
<b>Total</b>		<b>153</b>	<b>158311961</b>	<b>98.9865</b>	<b>23</b>	<b>1620846</b>	<b>1.0135</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100	
Promoter and Promoter Group	E-Voting	156529480	156124260	99.7411	156124260	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Institutions	E-voting	2793298	1696319	60.7282	82744	1613575	4.8779	95.1221	
	Poll		0	0.0000	0	0	0.0000	0.0000	
Public Non-Institutions	E-voting	67382972	1803048	2.6758	1795777	7271	99.5967	0.4033	
	Poll		309180	0.4588	309180	0	100.0000	0.0000	
<b>T O T A L</b>		<b>226705750</b>	<b>159932807</b>	<b>70.5464</b>	<b>158311961</b>	<b>1620846</b>	<b>98.9865</b>	<b>1.0135</b>	

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated May 27, 2023 has been passed with REQUISITE MAJORITY.

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**Item No. 4:**

**To Re-appoint Mr. Umeshkumar More as a Whole-time Director of the Company designated as Chairman.**

**- As a Special Resolution:**

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes Nos. of votes cast	
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast		
Remote voting	e-	160	159614571	99.9951	9	7856	0.0049	0
Voting AGM	at	6	309180	100	0	0	0	0
<b>Total</b>		<b>166</b>	<b>159923751</b>	<b>99.9951</b>	<b>9</b>	<b>7856</b>	<b>0.0049</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
<b>Promoter and Promoter Group</b>	E-voting	156529480	156124260	99.7411	156124260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Institutions</b>	E-voting	2793298	1696319	60.7282	1696319	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
<b>Public Non-Institutions</b>	E-voting	67382972	1801848	2.6740	1793992	7856	99.5640	0.4360
	Poll		309180	0.4588	309180	0	100.0000	0.0000
<b>T O T A L</b>		<b>226705750</b>	<b>159931607</b>	<b>70.5459</b>	<b>159923751</b>	<b>7856</b>	<b>99.9951</b>	<b>0.0049</b>

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated May 27, 2023 has been passed with REQUISITE MAJORITY.

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**Item No. 5:**

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024.

- As an Ordinary Resolution

**A.**

Mode of Voting	Votes in Favour			Votes against			Invalid Votes
	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
Remote e-voting	166	159623007	99.9965	5	5620	0.0035	0
Voting at AGM	6	309180	100	0	0	0	0
<b>Total</b>	<b>172</b>	<b>159932187</b>	<b>99.9965</b>	<b>5</b>	<b>5620</b>	<b>0.0035</b>	<b>0</b>

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-voting	156529480	156124260	99.7411	156124260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	2793298	1696319	60.7282	1696319	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-voting	67382972	1808048	2.6832	1802428	5620	99.6892	0.3108
	Poll		309180	0.4588	309180	0	100.0000	0.0000
<b>T O T A L</b>		<b>226705750</b>	<b>159937807</b>	<b>70.5486</b>	<b>159932187</b>	<b>5620</b>	<b>99.9965</b>	<b>0.0035</b>

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated May 27, 2023 has been passed with REQUISITE MAJORITY.

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All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" each resolution and all other relevant records will be handed over to the Company for safe keeping.

**For GMJ & ASSOCIATES**  
Company Secretaries  
ICSI Unique Code P2011MH023200

**CS SONIA CHETTIAR**  
PARTNER  
Membership No: F12649  
Certificate of Practice No.: 10130  
UDIN: F012649E000794452  
Peer Review Certificate No.: 647/2019

Place: Mumbai  
Date: August 12, 2023.

Countersigned by:  
For **GRAUER AND WEIL (INDIA) LIMITED**

**UMESH KUMAR MORE**  
**CHAIRMAN (DIN: 00112662)**

