
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: 67th Annual General Meeting of the Members of Grauer and Weil (India) Limited held on Wednesday, August 13, 2025 at 03:30 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, 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 Wednesday, August 13, 2025 at 03:30 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 Central Depository Services (India) Limited (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 06, 2025;
4. The period for remote e-voting commenced on August 10, 2025 at 10:00 a.m. (IST) and ended on August 12, 2025 at 05:00 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 August 13, 2025 at 05:54 p.m. in the presence of two witnesses Mr. Ashishkumar Yadav and Mr. Sujay Gokhale, 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 the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and the Auditors thereon- As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			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	137	314832494	99.9990	4	3250	0.0010	0
E-voting at AGM	8	837092	99.9737	1	220	0.0263	0
Total	145	315669586	99.9989	5	3470	0.0011	0

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	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	1936419	55.7420	1936419	0	100.0000	0.0000
Public Non-Institutions	E-voting	136927985	1074417	0.7847	1070947	3470	99.6770	0.3230
TOTAL		453411500	315673056	69.6218	315669586	3470	99.9989	0.0011

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 July 14, 2025 has been passed with REQUISITE MAJORITY.

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Item No. 2:

To declare a Dividend on Equity Shares of face value of Re. 1/- each for the financial year ended March 31, 2025 - As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			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	
Remote e-voting	138	315305258	99.9990	4	3250	0.0010	0
E-voting at AGM	9	837312	100.0000	0	0	0.0000	0
Total	147	316142570	99.9990	4	3250	0.0010	0

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	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	2409183	69.3511	2409183	0	100.0000	0
Public Non-Institutions	E-voting	136927985	1074417	0.7847	1071167	3250	99.6975	0.3025
TOTAL		453411500	316145820	69.7260	316142570	3250	99.9990	0.0010

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 July 14, 2025 has been passed with **REQUISITE MAJORITY**.

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Item No. 3:

To appoint a Director in place of Mr. Rohitkumar More (DIN : 00139797), who retires by rotation and being eligible, offers himself for re-appointment- As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			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	
Remote e-voting	133	315286000	99.9929	9	22508	0.0071	0
E-voting at AGM	8	837300	99.9986	1	12	0.0014	0
Total	141	316123300	99.9929	10	22520	0.0071	0

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
Promoter and Promoter Group	E-Voting	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	2409183	69.3511	2389941	19242	99.2013	0.7987
Public Non-Institutions	E-voting	136927985	1074417	0.7847	1071139	3278	99.6949	0.3051
T O T A L		453411500	316145820	69.7260	316123300	22520	99.9929	0.0071

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 July 14, 2025 has been passed with REQUISITE MAJORITY.

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Item No. 4:

Appointment of Dr. Prerna Goradia as Independent Director of the Company- As a Special Resolution:

A.

Mode of Voting	Votes in Favor			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	
Remote e-voting	132	315262951	99.9860	9	44057	0.0140	0
E-voting at AGM	8	837300	99.9986	1	12	0.0014	0
Total	140	316100251	99.9861	10	44069	0.0139	0

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	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	2409183	69.3511	2374543	34640	98.5622	1.4378
Public Non-Institutions	E-voting	136927985	1072917	0.7836	1063488	9429	99.1212	0.8788
T O T A L		453411500	316144320	69.7257	316100251	44069	99.9861	0.0139

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 July 14, 2025 has been passed with REQUISITE MAJORITY.

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Item No. 5:

Appointment of Secretarial Auditors- As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			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	
Remote e-voting	137	315305248	99.9990	5	3260	0.0010	0
E-voting at AGM	8	837300	99.9986	1	12	0.0014	0
Total	145	316142548	99.9990	6	3272	0.0010	0

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	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	2409183	69.3511	2409183	0	100.0000	0.0000
Public Non-Institutions	E-voting	136927985	1074417	0.7847	1071145	3272	99.6955	0.3045
T O T A L		453411500	316145820	69.7260	316142548	3272	99.9990	0.0010

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 July 14, 2025 has been passed with REQUISITE MAJORITY.

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Item No. 6:

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026 -
As an Ordinary Resolution:

A.

Mode of Voting	Votes in Favor			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	
Remote e-voting	137	315305248	99.9990	5	3260	0.0010	0
E-voting at AGM	8	837300	99.9986	1	12	0.0014	0
Total	145	316142548	99.9990	6	3272	0.0010	0

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	313009620	312662220	99.8890	312662220	0	100.0000	0.0000
Public Institutions	E-voting	3473895	2409183	69.3511	2409183	0	100.0000	0.0000
Public Non-Institutions	E-voting	136927985	1074417	0.7847	1071145	3272	99.6955	0.3045
T O T A L		453411500	316145820	69.7260	316142548	3272	99.9990	0.0010

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated July 14, 2025 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

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CS MAHESH SONI
PARTNER

Membership No: F3706
Certificate of Practice No.:2324
UDIN: F003706G001020689

Peer Review Certificate No.: 6140/2024

Place: Mumbai
Date: August 16, 2025.

For GRAUER & WEIL (INDIA) LIMITED

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Managing Director

