



Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

Date : 28-02-2024

To,
The Deputy General Manager,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Security Code: 505710

Sub: Postal Ballot Notice

Dear Sir,

In terms of the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Postal Ballot Notice ('Notice') dated 26th February, 2024 seeking approval of the Shareholders of the Company through remote e-voting to transact the special business as set out in the Notice, is enclosed herewith.

In accordance with MCA Circulars, the Notice is being sent today by e-mail to all the Shareholders whose e-mail IDs are registered with the Company / Depository Participant(s). The Notice will be available on the website of the Company at www.growel.com.

Kindly take the same on your record and acknowledge.

Thanking you,

Yours faithfully,

FOR GRAUER & WEIL (INDIA) LIMITED

CHINTAN K. GANDHI
COMPANY SECRETARY





Grauer & Weil (India) Limited

Regd. Office: Growel Corporate, Akurli Road, Kandivli (E), Mumbai 400 101, India.

T: 91 22 66993000 **F:** 91 22 66993001 **E:** secretarial@growel.com

CIN : L74999MH1957PLC010975

Website: www.growel.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)]

Dear Shareholders,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS - 2') and in accordance with the various Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time for conducting postal ballot process through remote e-voting (including any statutory modification, amendment or re-enactment thereof for the time being in force), to transact the following special business by the Shareholders of the Company through postal ballot by remote e-voting process only.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolution setting out the material fact and the reason thereof, are also appended.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories / Link Intime India Limited, the Company's Registrar and Transfer Agent ('RTA') as on 23rd February, 2024 ('Cut - Off Date') and whose e-mail addresses are registered with the Company / RTA / Depositories / Depository Participant(s). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot. The communication of assent or dissent of the Shareholders would only take place through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its Shareholders. The instructions for remote e-voting are appended to this Notice.

The Board of Directors has appointed M/s. GMJ & Associates, Firm of Practicing Company Secretaries, Mumbai, as the Scrutinizer, to scrutinize the Postal Ballot process in a fair and transparent manner.

SPECIAL BUSINESS :

ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY :

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital & Debentures) Rules, 2014 and Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions of the Act, rules, regulations and guidelines issued from time to time by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, approval of shareholders be and is hereby accorded to capitalize a sum of Rs. 22,67,05,750/- (Rupees Twenty Two Crores Sixty Seven Lakhs Five Thousand Seven Hundred and Fifty only) out of free reserve and/or any other permitted reserve / surplus of the Company, as may be considered appropriate for the purpose of issue of 22,67,05,750 (Twenty Two Crores Sixty Seven Lakhs Five Thousand Seven Hundred And Fifty only) bonus equity shares of Re. 1/- (Rupee One only) each as fully paid up bonus shares, to the eligible Shareholders of the Company holding equity shares of Re. 1/- (Rupee One only) each, whose names appear in the Register of Members / Beneficial

Registered Office:

Growel House, Akruli Road,
Kandivali (East), Mumbai – 400 101

Dated : 26th February, 2024

Owners’ position of the Company on such date (‘Record Date’) to be fixed by the Company, in the proportion of One (1) new equity share of Re. 1/- (Rupee One only) each for every One (1) existing equity share of Re. 1/- (Rupee One only) each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each of such Shareholder(s) and not as income.

FURTHER RESOLVED THAT the new bonus shares to be issued and allotted in dematerialized form only and shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company, including the right to get dividend in full that may be declared after the allotment of Bonus Shares.

FURTHER RESOLVED THAT the allotment of new bonus equity shares to the extent that they relate to Non-Resident Shareholders, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the RBI under the Foreign Exchange Management Act, 1999 and other applicable rules / regulations / guidelines issued / amended by RBI from time to time, in this regard.

FURTHER RESOLVED THAT the Board of Directors of the Company and / or the Company Secretary of the Company be and is hereby severally authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said bonus shares and their decision shall be final and binding.”

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

**Chintan K. Gandhi
Company Secretary (ACS 21369)**

NOTES :

1. Pursuant to Sections 102 and 110 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, the explanatory statement pertaining to the said resolution setting out the material facts thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and MCA's Circulars, the Company has an option for the above-mentioned resolution, to seek the approval of the Shareholders through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Shareholders through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the Shareholders convened in this regard.
3. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108, 110 of the Act read with the Rules, MCA's Circulars and SS - 2, the Company is providing remote e-voting facility to its Shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its Shareholders. The detailed procedure with respect to remote e-voting is mentioned herein below.
4. The Postal Ballot Notice is available on the website of the Company at www.growel.com and on the website of CDSL at www.cdslindia.com. The same has also been uploaded on the website of BSE Limited.
5. The remote e-voting shall commence on 1st March, 2024 from 9.00 a.m. (IST) and shall end on 30th March, 2024 at 5.00 p.m. (IST). Shareholders desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated herein for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on 30th March, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.
6. The voting rights of the Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. Friday, 23rd February, 2024. Only those Shareholders whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Shareholder on the Cut-Off Date should treat this Notice for information purposes only. It is also clarified that all Shareholders of the Company as on the Cut-Off Date (including those Shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
7. Any Shareholder(s) who did not receive the Notice may either send an email to secretarial@growel.com or write to CDSL at helpdesk.evoting@cdslindia.com.
8. The Board of Directors have appointed M/s. GMJ & Associates, Firm of Practicing Company Secretaries, Mumbai, as the Scrutinizer, to scrutinize the postal ballot process in a fair and transparent manner.

9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to secretarial@growel.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID. Inspection of such documents is allowed only till the last date specified for e-voting.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

12. Instructions to the Shareholders for Voting through Electronic Means

STEP 1 : Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website 'www.cdslindia.com' and click on 'login icon' & New System 'Myeasi' Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website 'www.cdslindia.com' and click on login & New System Myeasi Tab and then click on 'registration option'.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat</p>

	Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note : Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

STEP 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual, holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on 'Shareholders' module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.
- 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@growel.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company / RTA email id**.
2. For Demat shareholders - Please update your email ID & mobile No. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email ID & mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at Toll Free No. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company has approved and recommended the issue of bonus shares to the holders of equity shares of the Company whose names shall appear on the Register of Members on the 'Record Date' to be determined by the Board of Directors for the purpose, in the proportion of 1 (One) new Equity Share of Re. 1/- (Rupee One only) each for every 1 (One) Existing Equity Shares of Re. 1/- (Rupee One only) each held by them, after capitalising a sum of Rs. 22,67,05,750/- (Rupees Twenty Two Crores Sixty Seven Lacs Five Thousand Seven Hundred And Fifty only) from the free reserves of the Company as per the Audited Financial Statement of the Company for the financial year ended 31st March, 2023.

As per the Provision of Section 63 of the Companies Act, 2013, it is necessary for the shareholders to approve the issue of Bonus Shares and the resolution is proposed for the approval of the shareholders of the Company by an Ordinary Resolution. The Bonus shares so allotted shall rank pari passu in all respect with the existing Equity Shares of the Company and in terms of Regulation 294(6) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The Company has not accepted any fixed deposit or issued any debt instrument. Further,

Registered Office :

Growel House, Akruli Road,
Kandivali (East), Mumbai – 400 101

Dated : 26th February, 2024

the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

The Ordinary Resolution, if passed, will have the effect of allowing the Board of Directors to offer, issue and allot Bonus Equity Shares to those who on the Record Date, as will be decided by the Board in due course, are shareholders of the Company.

The Memorandum and Articles of Association of the Company shall be available for inspection of the Shareholders during the weekdays on office hours upto the date of the Meeting.

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholdings in the Company or to the extent of the shareholdings of the companies / institutions / trusts of which they are Directors or Members or Trustees without any beneficial interest. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives thereof are, in any way, financial or otherwise, are concerned or interested in the Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution for your approval.

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

**Chintan K. Gandhi
Company Secretary (ACS 21369)**