GROWEL
SINCE 1957
Grauer & Weil (India) Limited
CHEMICALS | ENGINEERING | PAINTS | LUBRICANTS | REAL ESTATE

Date : 26-08-2026

To,
The Deputy General Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Reg. : Security Code No. 505710

Sub. : Notice of 68th Annual General Meeting of the Company as required under Regulation 30 of the SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Attached herewith is the Notice and Explanatory Statement of the 68th Annual General Meeting of the Company schedule to be held on Thursday, September 17, 2026 at 2:00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India. The said Notice forms part of the Annual Report 2025-26.

The Notice of AGM is available on the website of the Company at https://growel.com/AGM2026notice.pdf

The Annual Report for the FY 2025-26 is available on the website of the Company at https://growel.com/financial/AnnualReport/ar2026.pdf

This is for your information and records.

Thanking you,

Yours faithfully,

FOR GRAUER & WEIL (INDIA) LIMITED

CHINTAN K. GANDHI
COMPANY SECRETARY

GRAUER & WEIL (INDIA) LTD. MUMBAI 400101

Regd. Office: Growel Corporate, Akurli Road, Kandivli (E), Mumbai (Maharashtra) 400 101, India
T +91 22 66993000 **F** +91 22 66993010 **E** hq@growel.com
www.growel.com
CIN L74999MH1957PLC010975

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 68th Annual General Meeting of the members of **GRAUER & WEIL (INDIA) LIMITED** will be held on Thursday, September 17, 2026 at 2:00 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and the Auditors thereon.

2. To declare a Dividend on Equity Shares of face value of ₹ 1/- each for the financial year ended March 31, 2026.

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.

SPECIAL BUSINESS :

4. Re-appointment of Mr. Rohitkumar More as a Whole-time Director of the Company :

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

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the re-appointment of Mr. Rohitkumar More (DIN : 00139797) as a Whole-time Director of the Company for a period of 5 (Five) Years w.e.f. April 1, 2027, on such terms and conditions including the remuneration payable to him, as a Whole-time Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows :

a) Salary & Allowances : Upto ₹ 2.00 Crore p.a. as may be decided by the Board from time to time.

b) Commission : Upto ₹ 1.50 Crore p.a. as may be decided by the Board from time to time.

c) Perquisites : In addition to the salary, allowances and commission, Mr. Rohitkumar More shall be entitled to the following perquisites and benefits :

i) Medical allowance including reimbursement, as per the rules of the Company.

ii) Leave with full pay and all allowances as per the rules of the Company.

iii) Leave travel concession / allowance for self and family including dependents as per the rules of the Company.

iv) Encashment of leave as per the rules of the Company.

v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.

vi) Use of car with driver.

vii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.

viii) Club fees / Membership fees.

ix) Free telephone facility at residence and use of mobile phone for the business of the Company.

x) All other payments in the nature of perquisites and benefits as agreed by the Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

In arriving at the value of perquisites, in so far as, if there exist a provision for valuation of such perquisites under the Income Tax Rules, then the value shall be determined on the basis of that Income Tax Rules in force from time to time. Unless otherwise mentioned in the Act and Rules made thereunder, Company's contribution to provident fund, superannuation fund, annuity fund and payment of gratuity, encashment of leave etc. as per Company's rules shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration :

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year, subject to the condition that the remuneration shall not without the approval of Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of the effective capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT any of the Executive Directors or Company Secretary of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

5. Re-appointment of Mr. Yogesh Samat as a Whole-time Director of the Company :

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

"RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the re-appointment of Mr. Yogesh Samat (DIN : 00717877) as a Whole-time Director of the Company for a period of 2 (Two) Years w.e.f. July 1, 2026, on such terms and conditions including the remuneration payable to him, as a Whole-time Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows :

a) **Salary & Allowances :** Upto ₹ 2.50 Crore p.a. as may be decided by the Board from time to time.

b) **Commission :** Upto ₹ 1.00 Crore p.a. as may be decided by the Board from time to time.

c) **Perquisites :** In addition to the salary, allowances and commission, Mr. Yogesh Samat shall be entitled to the following perquisites and benefits :

i) Medical allowance including reimbursement, as per the rules of the Company.

ii) Leave with full pay and all allowances as per the rules of the Company.

iii) Leave travel concession / allowance for self and family including dependents as per the rules of the Company.

iv) Encashment of leave as per the rules of the Company.

v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.

vi) Use of car with driver.

vii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.

viii) Club fees / Membership fees.

ix) Free telephone facility at residence and use of mobile phone for the business of the Company.

x) All other payments in the nature of perquisites and benefits as agreed by the Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

In arriving at the value of perquisites, in so far as, if there exist a provision for valuation of such perquisites under the Income Tax Rules, then the value shall be determined on the basis of that Income Tax Rules in force from time to time. Unless otherwise mentioned in the Act and Rules made thereunder, Company's contribution to provident fund, superannuation fund, annuity fund and payment of gratuity, encashment of leave etc. as per Company's rules shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration :

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year, subject to the condition that the remuneration shall not without the approval of Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of the effective capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT any of the Executive Directors or Company Secretary be and is hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above resolution."

6. Revision of remuneration of Mr. Aman More :

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors and the Company's Policy on Related Party Transactions, as amended from time to time, consent of the members be and is hereby accorded for Mr. Aman More to hold an office or place of profit in the Company on revised remuneration, as follows :

A. **Consolidated Salary :** upto maximum of ₹ 50 Lacs p.a. inclusive of Allowances and Commission.

B. **Perquisites :** In addition to the consolidated Salary, he will be entitled to the following perquisites :

i) Medical allowance including reimbursement, as per the rules of the Company.

ii) Leave with full pay and all allowances as per the rules of the Company.

iii) Leave travel concession / allowance for self and family including dependents as per the rules of the Company.

iv) Encashment of leave as per the rules of the Company.

v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.

vi) Use of car with driver.

vii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.

viii) Club fees.

ix) Free telephone facility at residence and use of mobile phone for the business of the Company.

x) All other payments in the nature of perquisites and benefits as agreed by Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the appointment provided, however, that the remuneration does not exceed the above mentioned limits.

FURTHER RESOLVED THAT any of the Executive Directors or Company Secretary of the Company be and is hereby authorized to do all acts, deeds including filing of requisite forms and take steps as may be deemed necessary proper or expedient to give effect to the above resolution and matters incidental thereto".

7. Revision of remuneration of Mr. Yash More :

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors and the Company's Policy on Related Party Transactions, as amended from time to time, consent of the members be and is hereby accorded for Mr. Yash More to hold an office or place of profit in the Company on revised remuneration, as follows :

A. **Consolidated Salary :** upto maximum of ₹ 50 Lacs p.a. inclusive of Allowances and Commission.

B. **Perquisites :** In addition to the consolidated Salary, he will be entitled to the following perquisites :

   i) Medical allowance including reimbursement, as per the rules of the Company.

   ii) Leave with full pay and all allowances as per the rules of the Company.

   iii) Leave travel concession / allowance for self and family including dependents as per the rules of the Company.

   iv) Encashment of leave as per the rules of the Company.

   v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.

   vi) Use of car with driver.

   vii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.

   viii) Club fees.

   ix) Free telephone facility at residence and use of mobile phone for the business of the Company.

   x) All other payments in the nature of perquisites and benefits as agreed by Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the appointment provided, however, that the remuneration does not exceed the above mentioned limits.

FURTHER RESOLVED THAT any of the Executive Directors or Company Secretary of the Company be and is hereby authorized to do all acts, deeds including filing of requisite forms and take steps as may be deemed necessary proper or expedient to give effect to the above resolution and matters incidental thereto".

8. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2027.

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

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Company be and hereby ratifies the remuneration upto ₹ 3.00 Lacs p.a. (Rupees Three Lacs only) (exclusive of applicable taxes and re-imbursement of out of pocket expenses) payable to V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213), who have been appointed by the Board of Directors, basis the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2027.

FURTHER RESOLVED THAT any of the Executive Directors or Company Secretary of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution."

Registered Office :
Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 20, 2026

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

Umeshkumar More
Chairman
DIN : 00112662

Nirajkumar More
Managing Director
DIN : 00113191

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under Listing Regulations, Secretarial Standard and Circulars issued thereunder are also annexed.

2. The Ministry of Corporate Affairs **('MCA')**, pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as **'MCA Circulars'**, allows companies to hold AGM through Video Conferencing or Other Audio Visual Means **('VC/OAVM')**, without physical presence of members at a common venue. Accordingly, AGM of the Company is being held through VC/ OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Growel Corporate, Akurli Road, Kandivli – East, Mumbai – 400101. The procedure for joining the AGM through VC / OAVM is mentioned in the Notice.

3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and the route map are not Annexed hereto.

4. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("Act").

5. Institutional Investors / Corporate Members are encouraged to attend the AGM through their Authorized Representatives and are requested to send by email, a certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting at secretarial@growel.com.

6. **Webcast :** The Members will be able to attend the AGM through VC / OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link 'Shareholders / Members', the Video Conferencing/ webcast link would be available adjacent to the EVSN of the Company.

7. Members can join the AGM in the VC / OAVM mode up to 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM and view the proceeding by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first-come first-served basis as per the MCA Circulars. However, the large shareholders (holding 2% or more), promoters, institutional investors, Directors, KMP, Chairperson of Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Auditors etc. are allowed to attend the meeting without the above restriction.

8. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM, along with the Annual Report for the financial year 2025-26, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the AGM and the Annual Report for the financial year 2025-26 is available on the Company's website at https://growel.com/subpage/annual-report and may also be accessed on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of CDSL at https://www.evotingindia.com.

9. A letter providing the web-link, including the exact path, where the complete details of the Annual Report are available, is being sent to those Members who have not registered their e-mail address with the Company, RTA or Depository Participant(s).

10. Brief resumes of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of board committees, shareholding and relationship among directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is given hereunder forming part of the Annual Report.

11. All documents referred to in the accompanying Notice and the Explanatory Statement and the statutory register / documents required to be placed at the time of AGM of the Company are available for inspection and can be obtained by writing to the Company at its email ID secretarial@growel.com till the date of AGM.

12. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.

13. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio No., PAN, Mobile Number along with their queries at secretarial@growel.com upto September 2, 2026. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM for a maximum time of 3 (Three) minutes to each speaker. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

14. The Register of Members and Share Transfer Register will remain closed from Friday, September 11, 2026 to Thursday, September 17, 2026 (both days inclusive).

15. The Dividend, if any, declared, shall be payable to those Shareholders whose name(s) stand registered:

    (a) as Beneficial Owner as at the end of business hours on September 10, 2026 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

    (b) as Member in the Register of Members of the Company / Registrars & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on September 10, 2026.

16. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.

    Shareholders are requested to send their documents at secretarial@growel.com upto Record Date to enable the Company to determine the appropriate TDS / withholding tax rate and provide exemption, if applicable.

17. **Dividend to Members holding shares in Physical form :** Folios of Members should be KYC compliant to receive the dividends directly in their bank accounts through National Automated Clearing System or any other electronic mode of remittance. Members are requested to send the following documents to RTA on or before the record date.

    i) Form No. ISR-1 duly filled and signed by the holders stating their name, contact details, folio number, complete address with pincode and the bank account details;

    ii) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

    iii) Self-attested copy of the PAN Card of all holders;

    iv) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company;

    v) Form ISR-2 duly filled and signed. The signature of holders should be attested by the Bank Manager;

    vi) Form SH 13 – Nomination Form or Form ISR-3 – to opt out from Nomination.

    The above Investor Service Request (ISR) Forms are available on RTA's website at https://in.mpms.mufg.com

    Dividend to Members holding shares in electronic form : Members may please note that their bank details as registered against their demat account with their DP will be received by the Company through depository and will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change / addition / deletion of such bank details. Accordingly, the Members are requested to ensure that correct / latest complete bank details are updated against their demat account with their respective DPs.

18. **Multiple Folios :** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.

19. **Nomination :** As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA by raising their request on their website through their link, which is https://web.in.mpms.mufg.com/helpdesk/Service_Request.html, in case the shares are held in physical form by quoting their folio no.

20. **Green Initiative :** To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA in case the shares are held by them in physical form.

21. **Change of address :** The Members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.

22. **Details of Members :** Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone / mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA / Company in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents as stated therein.

    Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. It is mandatory to link PAN to Aadhar for the PAN to be valid and operative. To prevent fraudulent transactions, Members are advised

    (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible,

    (ii) not to leave their demat account(s) dormant for long and

    (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

23. **Dematerialization of shares :** With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company / RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL / Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of RTA at https://in.mpms.mufg.com.

    # Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

    Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

24. **Unclaimed Dividend and Investor Education and Protection Fund (IEPF) :** Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF Account. The shares in respect of which the dividend is not claimed for 7 consequent years are also liable to be transferred to the demat account of the IEPF Authority.

    In view of this, Members / Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends and / or shares have been transferred to IEPF may write to the Company / RTA and submit the required documents for issue of Entitlement Letter. The Members may then make an application to the IEPF Authority in web Form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents.

    In case the Dividend has remained unclaimed in respect of financial years 2018-19 to 2025-26 the Shareholders may approach the Company with their dividend warrants for revalidation or the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters / emails to this effect to the concerned Shareholders.

25. **Special window for re-lodgement of physical share transfer requests :** Members who have executed the transfer prior to April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

26. **Dispute Resolution :** Members who have any grievance / complaints are requested to write to Company's RTA MUFG Intime India Pvt. Ltd. and if required they may escalate to the Company Secretary. If the member is not satisfied with the response a complaint can be lodged on SCORES – SEBI portal. Post exhausting the option to resolve their grievance with the RTA / Company directly and / or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

27. **Instructions for Remote e-voting and Electronic Voting System :**

    (i) The e-voting period begins on Saturday, September 12, 2026 at 10.00 am and ends on Wednesday, September 16, 2026 at 5.00 pm. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 10, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.

    The Members who have casted their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date ("Record Date"), i.e. September 10, 2026.

    (iii) E-voting process has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

    Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

    (iv) The Company has appointed GMJ & Associates, firm of Practicing Company Secretary as Scrutinizer for conducting the e-voting process i.e. remote e-voting and e-voting during the AGM, in a fair and transparent manner.

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

Pursuant to aforesaid SEBI Circular, login method for e-voting and joining virtual meetings for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users of who have opted for CDSL's 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 & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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. 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 & My Easi New (Token) Tab and then click on registration option.

Type of Shareholders	Login Method
	4. Alternatively, the user can directly access e-voting page by providing demat account Number and PAN 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 account. After successful see the e-voting option where the e-voting 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	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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note : Members who are unable to retrieve user ID / password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned 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	Members 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. 18002109911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No. : 022-48867000 and 022-24997000

STEP 2 : Access through CDSL e-voting system in case of Shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.

Login method for e-voting and joining virtual meeting for physical Shareholders and Shareholders other than individual holding in demat form.

a. The Shareholders should log on to the e-voting website : www.evotingindia.com.

b. Click on ' Shareholders' module.

c. Now enter your User ID;

For CDSL : 16 digits beneficiary ID;

For NSDL : 8 character DP ID followed by 8 digits Client ID;

Members holding shares in physical form should enter Folio Number registered with the Company.

d. Next enter the Image Verification as displayed and Click on 'Login'.

e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

f. 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) Members who have not updated their PAN with the Company / Depository Participant are requested to send an email to the Company's RTA at : rnt.helpdesk@in.mpms.mufg.com to obtain a sequence number for such login.
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.

(v) After entering these details appropriately, click on 'SUBMIT' tab.

(vi) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.

(vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

(viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(ix) 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.

(x) Click on the 'Resolutions file link' if you wish to view the entire resolution details.

(xi) 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.

(xii) Once you 'Confirm' your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take print of the voting done by you by clicking on 'Click here to print' option on the voting page.

(xiv) If 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.

(xv) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to Scrutinizer for verification.

(xvi) 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, 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 the 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.

Instructions for Shareholders attending the 68th AGM of the Company through VC / OAVM are as Under :

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM / EGM.

4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.

5. Further Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Only those Shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

8. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 toll free no. 1800 21 09911.

28. The results of the remote e-voting / e-voting at Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits. The results along with the Scrutinizers Report shall be placed on the website of the Company i.e. www.growel.com and on the website of The Stock Exchange i.e. BSE Limited at www.bseindia.com immediately after declaration of results. The Results will also be forwarded to the Stock Exchange, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 :

In the 63rd Annual General Meeting of the Company held on September 29, 2021, Mr. Rohitkumar More was re-appointed as a Whole-time Director of the Company for a period of 5 (Five) years w.e.f. April 1, 2022. Accordingly, his present terms of office will expire on March 31, 2027 and thus it is proposed to re-appoint him for a further period of 5 (Five) years as a Whole-time Director of the Company w.e.f. April 1, 2027.

Mr. Rohitkumar More is a Mechanical Engineer, looking after the day to day operations of the Engineering Division at Pune and has an experience of over 33 years.

Brief terms and conditions of his re-appointment including the remuneration payable to him as a Whole-time Director are set out in the resolution. A copy of draft letter of appointment proposed to be issued to Mr. Rohitkumar More recording the terms of his re-appointment for a period of 5 (Five) years w.e.f. April 1, 2027 as referred in the said resolution is available for inspection through electronic mode, basis the request being sent on secretarial@growel.com up to the date of the meeting i.e. September 17, 2026.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Annual Report.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 26, 2026, re-appointed Mr. Rohitkumar More as a Whole-time Director of the Company for a further period of 5 (Five) years w.e.f. April 1, 2027. The Board of Directors of the Company considers it desirable to continue to avail the services of Mr. Rohitkumar More as a Whole-time Director of the Company and accordingly recommends the resolution at Item No. 4 for the approval of the members by way of Special Resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Annual Report.

Except Mr. Rohitkumar More, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is / are in any way concerned / interested in the resolution set out at Item No. 4 of the accompanying notice of the AGM. Mr. Rohitkumar More is not related to any Director(s) of the Company.

The Board recommends the passing of resolution as set out at Item No. 4 of the notice of the AGM as a Special Resolution.

Item No. 5 :

In the 63rd Annual General Meeting of the Company held on September 29, 2021, Mr. Yogesh Samat was appointed as Whole-time Director of the Company for a period of 5 (Five) years w.e.f. July 1, 2021. Accordingly, his present terms of office will expire on June 30, 2026 and thus it is proposed to re-appoint him for a further period of 2 (Two) years as a Whole-time Director of the Company w.e.f. July 1, 2026.

Mr. Yogesh Samat is MBA from IIM (Bangalore) & CFA having wide exposure of Business Management, Administration and Management Consultancy. He has worked with Hindustan Unilever Ltd. and many other well-known Companies and also as CEO of Inorbit Mall and as an Independent Director of the Company.

Further the Board also subject to the approval of the members at the forthcoming Annual General Meeting, reappointed him as a Whole-time Director of the Company for a period of 2 (Two) years with effect from July 1, 2026. The Nomination and Remuneration Committee has also recommended his appointment as a Whole-time Director of the Company for a period of 2 (Two) years.

Brief terms and conditions of his appointment including the remuneration payable to him as a Whole-time Director are set out in the resolution. A copy of the Letter of Appointment issued to him recording the terms of his appointment for a period of two years w.e.f. July 1, 2026 as referred to in the said resolution is available for inspection through electronic mode, basis the request being sent on secretarial@growel.com up to the date of the meeting i.e. September 17, 2026.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Annual Report.

Except Mr. Yogesh Samat, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned / interested in the resolution set out at Item No. 5 of the accompanying notice of the AGM. Mr. Yogesh Samat is not related to any Director(s) of the Company.

The Board recommends the passing of the resolution as set out at Item No. 5 of the notice of the AGM as Special Resolution.

Item No. 6 :

The Companies Act, 2013 aims to ensure transparency in transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 govern the appointment of a related party to any office or place of profit in the Company, its subsidiary company or associate company.

Mr. Aman More - son of Mr. Nirajkumar More, Managing Director of the Company, has been promoted to the position of Assistant General Manager (AGM) – Business Innovation. He has completed M.Sc. – Management & Engineering in Technology, Innovation, Marketing & Entrepreneurship and is presently focusing on strategy and operations across the manufacturing verticals, along with additional responsibilities within the corporate functions of the Company.

The existing remuneration package of Mr. Aman More is within the limits specified under Section 188 of the Companies Act, 2013 and the Rules made thereunder. However, considering his expanded role and responsibilities in the corporate functions of the Company and with a view to aligning his remuneration with prevailing market standards for comparable positions, the Nomination and Remuneration Committee recommended seeking the approval of the shareholders for payment of a consolidated salary up to ₹ 50.00 Lacs per annum to Mr. Aman More, as may be fixed / agreed by the Board from time to time, subject to applicable laws and regulations.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal and is placing Resolution No. 6 before the members for their approval for payment of a consolidated salary of up to ₹ 50.00 Lacs per annum to Mr. Aman More, from time to time, as may be approved / ratified by the Board, subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The proposed remuneration is considered appropriate having regard to the qualifications, experience, expanded roles and responsibilities of Mr. Aman More, as well as the prevailing remuneration levels for comparable positions in the industry.

Except Mr. Umeshkumar More and Mr. Nirajkumar More and their respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the resolution set out in the accompanying Notice for approval of the members by way of an Ordinary Resolution.

Item No. 7 :

As per the provisions of Section 188(1)(f) of the Companies Act, 2013, appointment of a related party to any office or place of profit in the Company for a monthly remuneration exceeding ₹ 2.50 Lacs requires the prior approval of the shareholders by way of an Ordinary Resolution.

Mr. Yash More - son of Mr. Nirajkumar More, Managing Director of the Company, is a Master of Science in Materials Science and Engineering and is presently holding the position of Assistant General Manager (AGM) in the Company. He is responsible for exploring opportunities to expand Growel's presence in emerging markets and fostering collaborations and partnerships to further this objective. The existing remuneration of Mr. Yash More is within the limits prescribed under Section 188 of the Companies Act, 2013 and all other applicable provisions of the Act read with the rules made thereunder.

With a view to align the remuneration package of Mr. Yash More with that of other senior employees of the Company and after considering his roles and responsibilities as well as the remuneration packages of individuals holding comparable positions across the industry, the Nomination and Remuneration Committee recommended revision in his remuneration.

The Board, after considering the recommendation of the Nomination and Remuneration Committee, approved the proposal and decided to seek the approval of the shareholders for payment of a consolidated salary up to ₹ 50.00 Lacs per annum to Mr. Yash More, from time to time, as may be approved/ratified by the Board, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The proposed revision in remuneration is considered appropriate considering the qualifications, experience, responsibilities and contribution of Mr. Yash More and is intended to maintain parity with the remuneration of other senior employees and comparable positions in the industry.

Except Mr. Umeshkumar More and Mr. Nirajkumar More and their respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the resolution set out in the accompanying Notice for approval of the members by way of an Ordinary Resolution.

Item No. 8 :

Pursuant to the provision of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company. As per the said Rules, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company in the General Meeting.

Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 26, 2026 has considered and approved the re-appointment of V. J. Talati & Co., Cost & Management Accountants as a Cost Auditors of the Company for the financial year 2026-27 at an aggregate professional Fees upto ₹ 3.00 Lacs p.a. (Rupees Three Lacs only) plus applicable taxes and out of pocket expenses that may be incurred.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 8 of the accompanying Notice for ratification of the remuneration plus applicable taxes and out of pocket expenses on actual basis payable to the Cost Auditor for the financial year ending March 31, 2027.

None of the Directors, Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the passing of resolution as set out at Item No. 8 of the notice of the AGM as an Ordinary Resolution.

Registered Office :
Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 20, 2026

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

Umeshkumar More
Chairman
DIN : 00112662

Nirajkumar More
Managing Director
DIN : 00113191

LISTING REQUIREMENTS

As required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS - 2), given below are the details of the Directors :

DIRECTOR RETIRING BY ROTATION AND REAPPOINTMENT OF DIRECTORS

A.	**Name of Director**	**Mr. Rohit Rameshkumar More**
	Designation	Whole-time Director
	DIN	00139797
	Date of first appointment on the Board	14-03-2003
	Date of Birth (Age)	07-01-1973 (53 Years)
	Brief Resume / Profile	Refer explanatory statement for details.
	Expertise in specific functional area	Refer explanatory statement for details.
	Qualifications	B.E. – Mechanical
	Number of Board Meetings attended during the financial year	FY 2025-26 : Out of 4 Board Meetings held, 3 attended
	Details of remuneration sought to be paid and the remuneration last drawn	Refer resolution and explanatory statement for details.
	Directorship held in other Companies / LLP	Growel Softech Private Limited Shree M P J Cement Works LLP Digikore Design LLP Waluj Beverages LLP Digikore Digital LLP More Management Services LLP Digikore Entertainment LLP
	Committee position held in other Companies	Nil
	Relationship with other Directors & Key Managerial Personnel	Nil
	No. of Equity Shares held in the Company	1,30,700
	Terms & Condition of Appointment / Reappointment	Reappointment for 5 years

B.	**Name of Director**	**Mr. Yogesh Ramchand Samat**
	Designation	Whole-time Director
	DIN	00717877
	Date of first appointment on the Board	01-07-2021
	Date of Birth (Age)	02.08.1963 (62 Years)
	Brief Resume / Profile	Refer explanatory statement for details.
	Expertise in specific functional area	Refer explanatory statement for details.
	Qualifications	MBA, CFA
	Number of Board Meetings attended during the financial year	FY 2025-26 : Out of 4 Board Meetings held, 4 attended
	Details of remuneration sought to be paid and the remuneration last drawn	Refer resolution and explanatory statement for details.
	Directorship held in other Companies / LLP	Nil
	Committee position held in other Companies	Nil
	Relationship with other Directors & Key Managerial Personnel	Nil
	No. of Equity Shares held in the Company	13,300
	Terms & Condition of Appointment / Reappointment	Reappointment for 2 years

Registered Office :
Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101

Date : August 20, 2026

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

Umeshkumar More
Chairman
DIN : 00112662

Nirajkumar More
Managing Director
DIN : 00113191