



# Grauer & Weil (India) Limited

CHEMICALS | ENGINEERING | PAINTS | LUBRICANTS | REAL ESTATE

Date : 02-03-2026

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 13<sup>th</sup> February, 2026 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](http://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](mailto:secretarial@growel.com)

**CIN :** L74999MH1957PLC010975

**Website:** [www.growel.com](http://www.growel.com)

## NOTICE OF POSTAL BALLOT

Voting starts on	Voting end on
Thursday, March 5, 2026 at 9.00 a.m. (IST)	Friday, April 3, 2026 at 5.00 p.m. (IST)

**Dear Shareholders,**

**NOTICE** is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines and General Circulars (“**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time conducting the process of Postal Ballot through remote e-Voting, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard - 2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below is proposed to be passed by the Shareholders of the Company, by way of Postal Ballot only through voting by electronic means (“**remote e-Voting**”):

This notice is being sent only through electronic form to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 20, 2026 (“**Cut-off Date**”) and whose email addresses are registered with the Company / Depositories / Registrar & Transfer Agent (**RTA**). 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 Shareholders would only take place through the e-Voting system. The Company has engaged the services of MUFG Intime India Private Limited (“**MUFG Intime**”) to facilitate the e-Voting process. The instructions for e-Voting are appended to this Notice.

The proposed resolution along with the explanatory statement under Section 102 of the Act, setting out the material fact and the reason thereof is annexed to the Postal Ballot Notice (“**Notice**”), for your consideration.

The Board of Directors has appointed Mr. Mahesh Soni, a Practicing Company Secretary & Partner of M/s GMJ & Associates, Company Secretaries (FCS No. 3706, COP No. 2324) as the Scrutinizer for scrutinizing the Postal Ballot through e-Voting in a fair and transparent manner.

Upon completion of the scrutiny of e-Voting, the Scrutinizer will submit a report to the Chairman (the “**Chairman**”) or to any other person of the Company duly authorised by the Chairman in this regard, who

shall countersign the same. The result of e-Voting shall be intimated to BSE Limited, where the Company's equity shares are listed, within a period of 2 working days from the conclusion of the e-Voting. The results would also be uploaded on the website of the Company at [www.growel.com](http://www.growel.com), the stock exchange at [www.bseindia.com](http://www.bseindia.com) and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, April 3, 2026 i.e. the last date specified for e-Voting.

**SPECIAL BUSINESS : REVISION OF REMUNERATION OF MR. ROHITKUMAR MORE**

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

**“RESOLVED THAT** in partial modification of Resolution No. 4 passed at the 63<sup>rd</sup> Annual General Meeting of the Company held on September 29, 2021, for re-appointment of Mr. Rohitkumar More (DIN: 00139797) as a Whole-time Director of the Company for a period of five years w.e.f. April 1, 2022 and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules, laws, regulations, guidelines or notifications as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and as approved by Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for revision in the remuneration of Mr. Rohitkumar More, Whole-time Director of the Company with effect from 1<sup>st</sup> January, 2026, as per the details given in the explanatory statement forming part of this Postal Ballot Notice.

**FURTHER RESOLVED THAT** all other terms and conditions of appointment of Mr. Rohitkumar More, as approved earlier by the Shareholders on September 29, 2021 shall remain unchanged unless specifically modified herein.

**FURTHER RESOLVED THAT** the Board of Directors (including any Committee(s) thereof) be and is hereby authorized to determine the annual increment, annual performance incentive and vary the components of remuneration payable to Mr. Rohitkumar More, subject to such amounts not exceeding the limits set out in the explanatory statement annexed to the Notice and that such remuneration shall be deemed to be the 'minimum remuneration' within the meaning of Section 197 read with Schedule V of the Act.

**FURTHER RESOLVED THAT** the Board (including any Committee(s) thereof) and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**Registered Office :**  
Growel House, Akruli Road,  
Kandivali (East),  
Mumbai – 400 101

**Dated : February 13, 2026**

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

**Niraj Kumar More  
Managing Director (DIN : 00113191)**

## 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 and 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 MUFG Intime India Private Limited ("MUFG Intime") 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](http://www.growel.com) and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>. The same has also been uploaded on the website of BSE Limited.
5. The remote e-Voting shall commence on Thursday, March 5, 2026 from 9.00 a.m. (IST) and shall end on Friday, April 3, 2026 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 Friday, April 3, 2026. The remote e-Voting facility will be disabled thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change subsequently.
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, February 20, 2026. 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. 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 email 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 or have any query in relation to e-Voting or the resolutions proposed to be passed by Postal Ballot may either send an email to [secretarial@growel.com](mailto:secretarial@growel.com) or [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.
8. The Board of Directors have appointed Mr. Mahesh Soni, a Practicing Company Secretary & Partner of M/s GMJ & Associates, Company Secretaries (FCS No. 3706, COP No. 2324), 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. However, corporate and institutional Shareholders shall be entitled to vote through their authorized representatives. Corporate and institutional Shareholders are requested to provide a proof of authorization (Board Resolution / Authority Letter / Power of Attorney, etc.) in favour of their authorised representatives to the scrutinizer through email to [secretarial@growel.com](mailto:secretarial@growel.com).
10. Shareholders desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [secretarial@growel.com](mailto:secretarial@growel.com) from their registered email 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. Shareholders are advised to update their PAN, KYC (Address, email ID, Mobile No., Bank Account Details, Specimen Signature etc.) and Nomination details as per below:
  - a) Shareholders holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website or from the Company's website.
  - b) Shareholders holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
12. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
13. **Instructions to the Shareholders for Voting through Electronic Means**

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 No. and email ID correctly in their demat accounts to access remote e-Voting facility.**

**Login method for Individual Shareholders holding securities in demat mode:**

**Individual Shareholders holding securities in demat mode with NSDL :**

**METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client ID, PAN, Verification Code and generate OTP.
- c) Enter the OTP received on your registered email ID / Mobile No. and click on login.
- d) Post successful authentication, you will be re-directed to NSDL Depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

**METHOD 2 - NSDL IDeAS facility : Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".

- b) Enter IDeAS User ID, Password, Verification Code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “e-Voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile No., Verification Code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 3 - NSDL e-Voting website**

Visit URL: <https://www.evoting.nSDL.com>

- a) Click on the “Login” tab available under ‘Shareholder / Member’ section.
- b) Enter User ID (i.e. your 16 - digit demat account No. held with NSDL), Password / OTP and a Verification Code as shown on the screen & click on “Login”.
- c) Post successful authentication, you will be re-directed to NSDL Depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “e-Voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

**Individual Shareholders holding securities in demat mode with CDSL :**

**METHOD 1 - CDSL e-Voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-Voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile No. and email ID as recorded in Demat Account.
- e) Post successful authentication, user will be able to see e-Voting option. The e-Voting option will have links of e-Voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-Voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period

**METHOD 2 - CDSL Easi / Easiest facility : Shareholders registered for Easi / Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-Voting option. The e-Voting option will have links of e-Voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-Voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

### Shareholders not registered for Easi / Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / [https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.](https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/)
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email ID. Follow steps given above in points (a-c).

### Individual Shareholders holding securities in demat mode with Depository Participant :

Individual Shareholder can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-Voting” option.
- Click on e-Voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-Voting feature.
- Post successful authentication, click on “MUFG InTime” or “e-Voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

### Login method :

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode as on the Cut-off date for e-Voting may register and vote on InstaVote as under:

### STEP 1 : LOGIN / SIGNUP on InstaVote

#### Shareholders registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab and Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click “Submit”. (Home page of e-Voting will open. Follow the process given under "Steps to cast vote for resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

#### Shareholders not registered for INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

- User ID: Enter User ID
- PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable.
- DOB / DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- Bank Account Number : Enter your Bank Account Number (last four digits), as recorded with your DP / Company.
  - Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
  - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice. (The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  6. Enter Image Verification (CAPTCHA) Code.
  7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

#### **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-Voting".
- B. Select 'View' icon. e-Voting page will appear.
- C. Refer the resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**NOTE:** Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body Corporate Shareholders** shall send a scanned copy of the Board Resolution authorising its representative to vote, to the Scrutinizer at [maheshsoni@gmj.co.in](mailto:maheshsoni@gmj.co.in) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the Company at [secretarial@growel.com](mailto:secretarial@growel.com)

#### **Guidelines for Institutional Shareholders ("Custodian / Corporate Body / Mutual Fund")**

##### **STEP 1 – Custodian / Corporate Body / Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body / Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID, Organisation ID, Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

##### **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e. IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board Resolution or Power of Attorney.  
NOTE: File Name for the Board Resolution / Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body / Mutual Fund Entity). The same can be viewed under the "Report section".

### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate Shareholder can vote by two methods, during the remote e-Voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-Voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body Corporate Shareholders** shall send a scanned copy of the Board Resolution authorising its representative to vote, to the Scrutinizer at [maheshsoni@gmj.co.in](mailto:maheshsoni@gmj.co.in) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the Company at [secretarial@growel.com](mailto:secretarial@growel.com)

#### **Helpdesk:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode** facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel. : 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode** may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at Toll Free No. 1800 22 55 33

### **Forgot Password:**

**Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode** have forgotten the USER ID [Login ID] or Password or both then the Shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification Code (CAPTCHA).
- Click on “**SUBMIT**”.

**In case Custodian / Corporate Body / Mutual Fund** has forgotten the USER ID [Login ID] or Password or both then the Shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body / Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification Code (CAPTCHA).
- Click on “**SUBMIT**”.

In case Shareholders have a valid email address, Password will be sent to his / her registered email address. Shareholders can set the password of his / her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB / DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL / CDSL** has forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned Depository / Depository Participants website.

### **General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For Shareholders / Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, Shareholders / Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

The Shareholders, by passing Special Resolution in the 63<sup>rd</sup> Annual General Meeting of the Company held on September 29, 2021, appointed Mr. Rohitkumar More (DIN: 00139797) as a Whole-time Director of the Company for a period of Five (5) years w.e.f. April 1, 2022 on such salary, allowances, commission, perquisite, terms and conditions, as detailed in the resolution No. 4 of the Notice of 63<sup>rd</sup> Annual General Meeting, with the authority to the Board of Directors to fix / revise his salary.

Mr. Rohitkumar More is a Mechanical Engineer and overseeing the day-to-day management, business operations and strategic decision-making of the Engineering Division of the Company as well as M/s Kamtress Automation Systems Pvt. Ltd., a 100% subsidiary of the Company. He is currently drawing remuneration of Rs. 63.18 Lacs per annum plus performance incentive upto Rs. 30.00 Lacs per annum, based on the performance of the Company.

Considering the improved performance of the Engineering Division, the expansion in scale of operations, the increased scope of responsibilities entrusted to Mr. Rohitkumar More including oversight of the operations of the subsidiary company and with a view to align his remuneration with prevailing industry benchmarks for comparable positions, it is proposed to revise his remuneration and accordingly, approval of the Shareholders is being sought for revision in the maximum remuneration payable to Mr. Rohitkumar More.

The Nomination and Remuneration Committee has reviewed and approved the proposed revision after due evaluation of performance parameters, industry comparable, overall contribution and limits prescribed under the Companies Act, 2013 and Schedule V thereto. Subject to approval of the Shareholders of the Company, the Board of Directors, at its meeting held on February 13, 2026, approved revision in the maximum remuneration payable to Mr. Rohitkumar More, with effect from January 1, 2026 as follows:

- a. **Salary** : Upto Rs. 2.00 Crore p.a. as may be decided by the Board from time to time.
- b. **Commission** : Upto Rs. 1.25 Crore p.a. as may be decided by the Board from time to time.
- c. **Perquisites** : In addition to the salary and commission, Mr. Rohitkumar More shall be entitled to the following allowances, 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.

The Board is 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.

A copy of draft letter setting out revised terms and conditions and other documents relating to this item of business shall be available for inspection during the voting period and during the business hours. The Shareholders who wish to inspect the same can send the request by writing to the Company at [secretarial@growel.com](mailto:secretarial@growel.com) mentioning their name, Folio No. / Client ID and DP ID.

Except Mr. Rohitkumar More, none of the Directors and Key Managerial Personnel of the Company and their relatives, is / are in any way, whether financially or otherwise, concerned / interested in the resolution set out in the notice of Postal Ballot. Mr. Rohitkumar More is not related to any director(s) of the Company.

Accordingly, the Board recommends the Ordinary Resolution for the approval of Shareholders.

**Details of the Director seeking variation in terms of remuneration as required under Secretarial Standard - 2 on General Meetings**

<b>Name of Director</b>	Mr. Rohit Rameshkumar More
<b>Designation</b>	Whole-time Director
<b>DIN</b>	00139797
<b>Date of first appointment on the Board</b>	14-03-2003
<b>Date of Birth (Age)</b>	07-01-1973 (53 Years)
<b>Brief Resume / Profile</b>	Refer explanatory statement for details.
<b>Expertise in specific functional area</b>	Refer explanatory statement for details.
<b>Qualifications</b>	B.E. – Mechanical

<b>Number of Board Meetings attended during the financial year</b>	FY 2024-25 : 5 Board Meetings (held & attended) FY 2025-26 : Out of 4 Board Meetings held, 3 attended
<b>Details of remuneration sought to be paid and the remuneration last drawn</b>	Refer explanatory statement for details.
<b>Directorship held in other Companies / LLP</b>	Growel Softech Private Limited Digikore Design LLP Waluj Beverages LLP Digikore Digital LLP More Management Services LLP Digikore Entertainment LLP
<b>Committee position held in other Companies</b>	Nil
<b>Relationship with other Directors &amp; Key Managerial Personnel</b>	Nil
<b>No. of equity shares held in the Company</b>	1,30,700
<b>Terms &amp; Condition of Appointment / Reappointment</b>	NA

**Registered Office :**  
Growel House, Akruli Road,  
Kandivali (East),  
Mumbai – 400 101

**Dated : February 13, 2026**

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

**Niraj Kumar More**  
**Managing Director (DIN : 00113191)**