



GRP LIMITED CIN : L25191GJ1974PLC002555
Regd.Office: Plot No.8, GIDC Estate, Ankleshwar 393002, Dist.Bharuch, Gujarat.
Tel.No.02646 250471, Fax : 02646 51622
Corp.Office : 510, `A` Wing, Kohinoor City Commercial I, Kirol Road, Kurla (W), Mumbai 400070.
Tel No.: 022 67082600 / 2500, Fax : 022 67082599
e-mail id : investor.relations@grpweb.com, website: www.grpweb.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Member(s),

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, GRP Limited (the "Company") is seeking the consent of its members for the special business mentioned in the resolutions appended below to be passed through Postal Ballot which includes remote voting by electronic means ("E-voting"). The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Company has appointed Chetan R. Shah, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the form and return the duly completed form in original in the enclosed self-addressed postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 26th March, 2019 at Chetan R. Shah, Practising Company Secretary, C/o. Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093. The Ballot Forms received after the said date and time will be treated as not received.

Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the notes to this notice.

The Scrutinizer will submit his report to the Joint Managing Director of the Company. The results of the Postal Ballot will be announced on Thursday, 28th March, 2019 and intimated to the Stock Exchanges where the shares of the company are listed and displayed along with the report of the Scrutinizer, on the Company's website www.grpweb.com.

Special Business :

Item No.1 : Reappointment of Rajeev M. Pandia as an Independent Director for a second consecutive term of 5 years with effect from 1st April, 2019:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations"), Rajeev M. Pandia (DIN:00021730) Independent Director of the Company, whose current period of office will be expiring on 31st March, 2019 and who has submitted a declaration as required under section 152 and a declaration confirming that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose Rajeev M. Pandia as a candidate for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for a second consecutive term of 5 years with effect from 1st April, 2019 to 31st March, 2024, and shall not be liable to retire by rotation."

Item No.2 : Approval for continuation of current term of Dr. Peter Philip, Non-executive Director:

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations") and other applicable provisions if any, Dr. Peter Philip (DIN:00820202) Non-executive Non-independent Director of the Company, whose period of office is liable to determination by retirement of directors by rotation, shall continue to hold office as director liable to retire by rotation w.e.f. 1st April, 2019 till the date of 46th Annual General Meeting in which he would have been otherwise liable to retire by rotation, notwithstanding that he has attained the age of 75 years on 16th June, 2018."

Item No.3 : Approval for continuation of current term of Mahesh V. Gandhi, Non-executive Director:

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, Mahesh V. Gandhi (DIN:00133203) Non-executive non-independent Director of the Company, whose period of office is liable to determination by retirement of directors by rotation, shall continue to hold office as director liable to retire by rotation w.e.f. 1st April, 2019 till the date of 45th Annual General Meeting in which he would have been otherwise liable to retire by rotation, notwithstanding that he has attained the age of 75 years on 10th February, 2019."

Place : Mumbai
Date : 12th February, 2019

By the Order of the Board
Harsh R. Gandhi
Joint Managing Director

Registered Office: Plot No. 8, GIDC Estate, Ankleshwar – 393002 Dist. Bharuch, Gujarat.

Notes :

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed Special Business at Item Nos. 1 to 4 above, are appended herein below.
2. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on cut-off date i.e. Friday, 8th February, 2019.
3. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with form are being sent by permitted mode. Members who have received postal ballot notice by email but who wish to vote through physical form may download the physical Form from the link www.evoting.nsdl.com or alternatively from the 'Investors' section of the Company's website www.grpweb.com
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the members of the Company. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. E-voting is optional.
5. **The e-voting period commences on Monday, 25th February, 2019 (9.00 a.m.) and ends on Tuesday, 26th March, 2019 (5.00 p.m.).** During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 8th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The instructions for e-voting are annexed to this Notice.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through e-voting. In case you are opting for voting by ballot, then please do not cast your vote by e-voting and vice versa. In case members cast their votes both by Postal Ballot Form and e-voting, the votes cast through Postal Ballot Form shall prevail and the votes cast through e-voting shall be considered invalid.
7. Chetan R. Shah, Practising Company Secretary (Membership No. FCS 2703), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the company as on the cut-off date of 8th February, 2019.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot form and return the original form duly completed and signed, in the enclosed self-addressed postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 26th March, 2019 at Chetan R. Shah, Practising Company Secretary, C/o. Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093. No other request/ details furnished in the self-addressed envelope will be entertained. If any postal ballot is received after 5:00 p.m. on Tuesday, 26th March, 2019, it will be considered that no reply from the Member has been received.
10. The Scrutinizer will submit his report, to the Joint Managing Director, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on Thursday, 28th March, 2019 and communicated to Stock Exchanges where the equity shares of the Company are listed.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.grpweb.com
12. The resolutions, if passed by requisite majority, shall be considered as passed effectively on the date of announcement of the results.
13. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the Registered Office of the Company during 10 a.m. to 1 p.m. on all working days from the date of dispatch of the Notice till 26th March, 2019.
14. Members who have not registered their email ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.
15. Pursuant to SEBI circular dated 20th April, 2018, members holding shares in physical form are requested to provide latest bank account details along with original cancelled cheque leaf/ copy of bank passbook/statement attested by the bank and copy of PAN card to Company's Registrar and Transfer Agent (RTA) i.e. Universal Capital Securities Pvt. Ltd.
16. For any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai - 400 093, Tel. 022-28366620.
17. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations, 2015 vide Notification dated 8th June, 2018 and in terms of said notification except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialised form with a depository after 1st April, 2019.

18. VOTING THROUGH ELECTRONIC MEANS:

The details of the process and manner for remote e-voting are explained herein below :

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL either on a Personal Computer or on a mobile: <https://www.evoting.nsdl.com/>
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then, your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then, your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- "Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of GRP Ltd.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to shah_cr@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice.

Item No. 1 :

Rajeev M. Pandia is an Independent Director of the Company. Section 149(10) of the Companies Act, 2013 provides that an Independent director shall hold office for a term of up to five consecutive years on the Board. However, an Independent director shall be eligible for reappointment for an another term of up to five consecutive years on passing of special resolution by the Company. His existing term of appointment will expire on 31st March, 2019.

Based on recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Board has proposed reappointment of Rajeev M. Pandia as an Independent Director for second term of 5 years with effect from 1st April, 2019.

Rajeev M. Pandia being eligible, this resolution seeks the approval of the members for his reappointment as an Independent director, for a period of five years from 1st April, 2019 to 31st March, 2024, and that he shall not be liable to retire by rotation during this tenure.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the candidature of Rajeev M. Pandia for the office of Independent director.

The Company has received from Rajeev M. Pandia a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations.

In the opinion of the Board, Rajeev M. Pandia, fulfills the conditions specified in the Companies Act, 2013, and Rules made thereunder and SEBI LODR Regulations, for his appointment as an Independent Director of the Company, and is independent of the Management. The board of directors has evaluated the performance of all the Independent Directors including Rajeev M. Pandia by means of observations by all the directors and is collectively of the opinion that the overall performance of Rajeev M. Pandia is satisfactory and conducive to the growth and progress of the company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Rajeev M. Pandia as an Independent Director. Therefore the Board recommends this resolution for the approval by the members of the Company.

A copy of the draft letter for the appointment of Rajeev M. Pandia, as an Independent Director setting out the terms and conditions would be available for inspection without payment of any fee by the members at the registered office of the Company during 10 a.m. to 1 p.m. on any working day till 26th March, 2019.

None of the Directors or Key Managerial Personnel or their respective relatives, except Rajeev M. Pandia, to whom the resolution relates, are in any way concerned or interested, financially or otherwise in this resolution.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as an annexure to this Notice.

Item No. 2 :

At the 43rd Annual General Meeting of the Members of the Company held on 10th August, 2017, Dr. Peter Philip, Non-executive Director was reappointed as director liable to retire by rotation. At the time of the reappointment his age was 74 years.

SEBI has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") vide circular dated 9th May, 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Dr. Peter Philip can hold office as director upto the date of 46th Annual General Meeting under the erstwhile resolution. However, as he has attained the age of 75 years during this term of reappointment, Special Resolution is required to be passed for him to continue as director liable to retire by rotation w.e.f. 1st April, 2019 till the date of 46th Annual General Meeting. Dr. Peter Philip effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board. His diverse experience and knowledge of rubber industry and economy in general is immensely useful to the company for taking important policy decisions. The Board considers that his continued association would be of immense benefit to the Company. Therefore, the Board recommends this resolution for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Dr. Peter Philip, to whom the resolution relates, are in any way concerned or interested, financially or otherwise in this resolution.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as an annexure to this Notice.

Item No. 3 :

At the 42nd Annual General Meeting of the Members of the Company held on 21st September, 2016, Mahesh V. Gandhi, Non-executive Director was appointed as director liable to retire by rotation. At the time of the reappointment his age was 72 years.

SEBI has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") vide circular dated 9th May, 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Mahesh V. Gandhi can hold office as director upto the date of 45th Annual General Meeting under the erstwhile resolution. However, as he has attained the age of 75 years during this term of reappointment, Special Resolution is required to be passed for him to continue as director liable to retire by rotation w.e.f. 1st April, 2019 till the date of 45th Annual General Meeting. Mahesh V. Gandhi is energetic and actively participates in the Board meetings and the policy and governance work of the Board. The Board considers that his continued association would be of immense benefit to the Company. Therefore, the Board recommends this resolution for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Mahesh V. Gandhi to whom the resolution relates and Rajendra V. Gandhi, Managing Director being his relative, are in any way concerned or interested, financial or otherwise in this resolution.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as an annexure to this Notice.

Place : Mumbai
Date : 12th February, 2019

By the Order of the Board
Harsh R. Gandhi
Joint Managing Director

Annexure to the Notice

Additional Information required pursuant to

Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name of the Director	Mr. Rajeev M. Pandia	Dr. Peter Philip	Mr. Mahesh V. Gandhi
Date of birth	17 th December, 1949	16 th June, 1943	10 th February, 1944
Date of appointment	13 th November, 2010	1 st April, 1981	29 th June, 1974
Experience in specific Functional areas	He has experience of about 40 years with many reputed companies in various senior managerial positions.	He is an industrialist having varied experience of more than 37 years in general management.	He has experience of more than 32 years as director in other companies.
Qualification	Bachelor in Technology (with specialization in Chemical Engineering) from Indian Institute of Technology (IIT), Mumbai, Masters in Science (with specialization in Chemical Engineering) from Stanford University, California, USA.	Doctorate in Economics from Stanford University, California, USA	Graduate.
Directorship held in other public companies (excluding GRP Ltd.)	<ul style="list-style-type: none"> • The Supreme Industries Ltd. • Excel Industries Ltd. • Deepak Phenolics Ltd • Thirumalai Chemicals Ltd. • Ultramarine & Pigments Ltd. 	<ul style="list-style-type: none"> • India Coffee & Tea Dist. Co. Ltd. • Commercial Broadcasts Ltd. • Malayala Manorama Co. Ltd. • Devon Plantations & Indust. Ltd. • Indo Bloom Ltd. 	<ul style="list-style-type: none"> • Indo - Nippon Chemical Co. Ltd.
Chairman / Member of Board Committees of the Company	<p>Chairman of the Board Committee <u>GRP Ltd.</u></p> <ul style="list-style-type: none"> • Audit Committee. • Nomination & Remuneration Committee • Stakeholders Relationship Committee <p>Membership of the Board Committee <u>Excel Industries Ltd.</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>The Supreme Industries Ltd.</u></p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee 	<p>Chairman of the Board Committee None</p> <p>Membership of the Board Committee <u>GRP Ltd.</u></p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee 	<p>Chairman of the Board Committee None</p> <p>Membership of the Board Committee None</p>
No. of equity shares held in the Company	Nil	1,333	62550



GRP LIMITED

(CIN : L25191GJ1974PLC002555)

Regd. Office: Plot No.8, GIDC Estate, Ankleshwar 393002, Dist. Bharuch, Gujarat.

Tel. No.: 02646 250471, Fax : 02646 51622

Corp. Office : 510, 'A' Wing, Kohinoor City Commercial I, Kirod Road, Kurla (W), Mumbai 400070.

Tel No.: 022 67082600 / 2500, Fax : 022 67082599 E-mail : investor.relations@grpweb.com, Website: www.grpweb.com

POSTAL BALLOT FORM

(To be sent to the Scrutinizer)

Serial No.

1. Name & Registered Address of the :
Sole / First named Member as
registered with the Company
2. Name(s) of the Joint Member(s), if any, :
registered with the Company
3. Registered Folio No. / :
*DP ID No. & Client ID No.
(*Applicable to members holding
shares in dematerialized form)
4. Number of equity shares held :
5. I/We hereby exercise my / our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice of GRP Limited dated 12th February, 2019, by conveying my / our assent or dissent to the said resolutions by placing the tick (✓) mark in the For or Against boxes below :

Sr. No.	Particulars of the Resolution	Type of Resolution	No. of Ordinary Shares for Which votes cast	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Re-appointment of Mr. Rajeev Pandia (DIN:00021730) as an Independent Director of the Company for a second consecutive term of 5(five) years w.e.f. 1 st April, 2019.	Special			
2	Approval for continuation of current term of Dr. Peter Philip (DIN:00820202), Non-executive Director	Special			
3	Approval for continuation of current term of Mr. Mahesh Gandhi (DIN:00133203), Non-executive Director	Special			

Place:

Date:

Email :

Contact No.:

(Signature of the Member / Authorised Representative)
(Strike out whichever is not applicable)

The last date for receipt of Postal Ballot form by the scrutinizer is 26th March, 2019 before 5 p.m.

Note : Please read the instructions printed overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Number)	User ID	Password

INSTRUCTIONS

1. GENERAL INFORMATION

- i) There will be one Ballot Form / E-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- ii) Members can opt for only one mode of voting i.e. either by Ballot or through E-voting. In case you are opting for voting by Ballot, then please do not cast your vote by E-voting and vice versa. In case members cast their votes both by Ballot and E-voting, the votes cast through ballot shall prevail and the votes cast through E-voting shall be considered invalid.
- iii) Voting rights in the Ballot / E-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated in the Notice.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- i) Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer. For this purpose, a self-addressed postal stamp affixed envelope is enclosed. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- ii) In case of joint holding, this Ballot Form should be completed and signed by the first named member and in his/her absence by the next named member.
- iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- iv) The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- v) Completed Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Tuesday, 26th March, 2019. Ballot Forms received after this date and time will be treated as not received.
- vi) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- vii) A member seeking duplicate Ballot Form can write to the Company's Registrars - Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093 or to the email ID info@unisec.in.
- viii) Members are requested not to send any paper other than the resolution / authority as mentioned under paragraph no. 2(iii) above along with the ballot form in the enclosed self-addressed postal stamp affixed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- ix) The results of the Postal Ballot will be announced on Thursday, 28th March, 2019 and intimated to the Stock Exchanges where the shares of the company are listed and displayed along with the report of the Scrutinizer, on the Company's website www.grpweb.com.