



GRP LIMITED

CIN : L25191GJ1974PLC002555

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

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

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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 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 39/2020 dated 31st December, 2020 (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) of the Act or Rules or Listing Regulations, as the case may be, for the time being in force), GRP Limited (the "Company") is seeking the consent of its members for the special business mentioned in the resolution appended below to be passed through Postal Ballot voting by electronic means ("e-voting"). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is appended with this notice for your consideration.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a permissible common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to 30th June, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Hence, in compliance with the requirements of the MCA Circulars, this Postal Ballot Notice is being sent only through email to those members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has appointed Ms.Khyati Shah, Practising Company Secretary (firm name: KGS & Company), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and the Listing Regulations, the Company is pleased to provide e-voting facility, to enable the shareholders to cast their votes electronically. For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited ("NSDL").

You are requested to peruse the proposed resolution along with Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Special Business :

Reappointment of Ms. Alpana Parida (DIN:06796621) as an Independent Director for a second consecutive term of 5 years with effect from 20th May, 2021:

To consider and if thought fit, to pass the following resolution 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”), Ms. Alpana Parida (DIN:06796621) Independent Director of the Company, whose current term of office will be expiring on 19th May, 2021 and who has submitted a declaration confirming that she meets the criteria of Independence as provided in Section 149(6) of the Act read with the Listing Regulations, as amended from time to time and a declaration as required under section 152(5) of the Act and in respect of whom the Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Ms. Alpana Parida for the office of an 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 20th May, 2021 to 19th May, 2026, and that she shall not be liable to retire by rotation during this tenure.”

Place : Mumbai
Date : 10th February, 2021

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 above, is 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, 5th March, 2021.
3. The Postal Ballot Notice is being sent to the members only 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). The hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot.
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.
5. **The e-voting period commences on Thursday, 11th March, 2021 at 9.00 a.m. and ends on Saturday, 10th April, 2021 at 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, 5th March, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 10th April, 2021 at 5.00 p.m. 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. Ms. Khyati Shah, Practising Company Secretary (Membership No. ACS 42442) (firm name: KGS & Company) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. 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 5th March, 2021.
8. After completion of scrutiny of Postal Ballot e-voting, the Scrutinizer will submit her 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 or before Monday, 12th April, 2021 and communicated to Stock Exchanges where the equity shares of the Company are listed.
9. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.grpweb.com
10. The resolution, if passed by requisite majority, shall be considered as passed effectively on the last date of e-voting i.e. Saturday, 10th April, 2021.
11. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto are placed on the website of the Company at www.grpweb.com for inspection by the members till 10th April, 2021.
12. For any queries/grievances, members may contact Company’s Registrar and Transfer Agent (RTA) i.e. Universal Capital Securities Pvt. Ltd., C-101, 247 Park, 1st Floor, LBS Road, Gandhi Nagar, Vikhroli (West), Mumbai – 400 083, email: info@unisec.in , Tel. +91 (22) 28207203-05.
13. **VOTING THROUGH ELECTRONIC MEANS :**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned 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 EVEN is 101456 and folio number is 001*** then, user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - i) 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’.
 - ii) If your email ID is not registered, please follow steps mentioned under the heading “**Process for those shareholders whose email ids are not registered.**”

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
 - a) 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
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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?

1. 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.
2. 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.
3. Select “EVEN” of GRP Ltd.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 khyatishah.cs@gmail.com with a copy marked to evoting@nsdl.co.in
2. 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.
3. 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.: 1800-1020-990 and 1800-22-44-30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@uniseq.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@uniseq.in

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

Ms. Alpana Parida is an Independent Director of the Company since 20th May, 2016. Her existing term of appointment will expire on 19th May, 2021. Section 149(10) of the Companies Act, 2013 (“Act”) 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 another term of up to five consecutive years on passing of special resolution by the Company.

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 Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Board has proposed reappointment of Ms. Alpana Parida as an Independent Director for second term of five consecutive years with effect from 20th May, 2021.

Ms. Alpana Parida being eligible, this resolution seeks the approval of the members for her reappointment as an Independent director, for a period of five years from 20th May, 2021 to 19th May, 2026, and that she shall not be liable to retire by rotation during this tenure.

The Company has received from Ms. Alpana Parida a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and SEBI LODR Regulations and a declaration as required under section 152(5) of the Act.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Ms. Alpana Parida for the office of an Independent director.

In the opinion of the Board, Ms. Alpana Parida, fulfills the conditions specified in the Act and Rules made thereunder and SEBI LODR Regulations, for her 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 Ms. Alpana Parida by means of observations by all the directors and is collectively of the opinion that the overall performance of Ms. Alpana Parida is satisfactory and conducive to the growth and progress of the Company. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Alpana Parida as an Independent Director. Therefore the Board recommends this resolution for the approval by the members of the Company.

All the material documents including a copy of the draft of terms and conditions of the appointment of Ms. Alpana Parida, as an Independent Director are placed on the website of the Company at www.grpweb.com for inspection by the Members till 10th April, 2021.

None of the Directors or Key Managerial Personnel or their respective relatives, except Ms. Alpana Parida, 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.

Place : Mumbai
Date : 10th February, 2021

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

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

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	Ms. Alpana Parida
Date of birth	22 nd January, 1963
Date of appointment	20 th May, 2016
Experience in specific Functional areas	Experience of more than 30 years in the field of marketing and Brand Development.
Qualification	Graduate from IIM (Ahmedabad) and Bachelor's Degree in Economics.
Directorship held in other public limited companies (excluding GRP Ltd.)	<ul style="list-style-type: none"> • Cosmo Films Limited • Prime Securities Limited • Primesec Investments Ltd. • Brilloca Ltd.
Chairman / Member of Board Committees of the Company*	<p>Chairman of the Board Committee <u>Cosmo Films Ltd.</u></p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee <p>Membership of the Board Committee <u>GRP Limited</u></p> <ul style="list-style-type: none"> • Audit Committee <u>Cosmo Films Ltd.</u> • Audit Committee <u>Prime Securities Ltd.</u> • Audit Committee • Stakeholders Relationship Committee
Relationships between Directors inter-se	None
No. of equity shares held in the Company	Nil
Board Meetings attended during the financial year 2019-20	4 of 4

*Only Membership/Chairmanship in the Audit Committee and Stakeholders' Relationship Committee is considered